



# BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

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

1<sup>st</sup> October, 2016

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

**Sub:** - Submission of Annual Report of **BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED** under Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dear Sir,

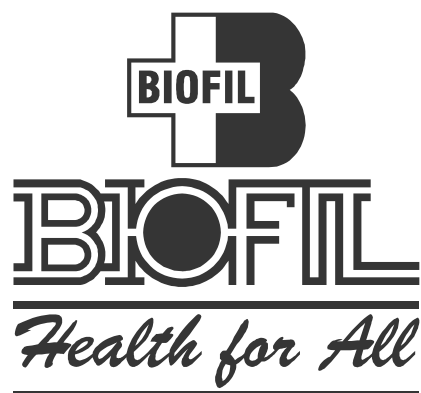
With reference to the above captioned subject and pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial ended on 31<sup>st</sup> March 2016.

Kindly take the same on record.

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

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

**31<sup>st</sup>**  
**Annual Report**  
**2015 - 2016**



**BIOFIL CHEMICALS**  
**&**  
**PHARMACEUTICALS LIMITED**

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## *31<sup>st</sup> Annual Report 2015 - 2016*

### **CORPORATE INFORMATION**

**Board of Directors :**

|                                      |   |
|--------------------------------------|---|
| <b>Shri Ramesh Shah</b>              | - Chairman & Managing Director            |
| <b>Shri Romil Shah</b>               | - Non Executive Director                  |
| <b>Mrs. Shaila Jain</b>              | - Independent Director                    |
| <b>Shri Subhash Chandra Swarnkar</b> | - Independent Director (w.e.f 13.08.2015) |

**Chief Financial Officer**
**Mr. Jitendra Kumar Sahu**
**Company Secretary**
**Ms. Shikha Khilwani**
**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.)

**Bankers :**

- **State Bank of India,**  
Industrial estate Branch, Indore.
- **IDBI Bank Ltd.,**  
Ratlam Kothi Branch, Indore.

**Listed at Stock Exchanges**

- **National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai
- **Bombay Stock Exchange, Mumbai**  
Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai - 400 001

**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.)
- 11/12, Sector 'E', Sanwer Road Industrial Area,  
Indore - 452015 (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  
• Website : www.ankitonline.com

### **31<sup>st</sup> ANNUAL GENERAL MEETING**

**Day : Wednesday**

**Date : 28th Day of September, 2016**

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

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

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**NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that **31st Annual General Meeting** of the Members of **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** will be held on **Wednesday, 28th September, 2016 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 and adopt the audited financial statement of the Company for the financial year ended 31st March, 2016, together with the reports 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 ratification of appointment of Auditors of the Company:-

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

Place : Indore  
Date : 10/08/2016

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

Sd/-

**Shikha Khilwani**  
Company Secretary  
Membership No.: A43203

**Biofil Chemicals & Pharmaceuticals Ltd.**

CIN : L24233MP1985PLC002709

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

- Email: [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com)
- Website: [www.biofilgroup.net](http://www.biofilgroup.net)

**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.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a duly filled attendance slip for your signature and participation at the meeting.
- 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, 24th Day of September, 2016 to Wednesday 28th Day of September, 2016 (both days inclusive) for the purpose 31st Annual General Meeting.
- 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 R&TA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.

- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the ensuing AGM are provided in Annexure to this 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 2016 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 2016 is being sent in the permitted mode. Members who have not yet registered their e-mail id are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- \* All the Documents referred to in the accompanying 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, up to 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) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - 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 2015-16 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 with prominent land mark is annexed with this Notice.
- 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 who are holding shares in identical order of names in more than one folio are requested to send to the company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. The members are requested to use New Share Transfer Form SH-4 for this purpose.
- 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(M.P.)
- 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 and Regulation 44 of The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 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. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. 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 Sunday, 25th September, 2016 from 9.00 A.M. and ends on Tuesday, 27th September, 2016 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) of Wednesday 21st September, 2016, 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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><br>(Permanent 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><br>(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 (iv).</li> </ul>   |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <BIOFIL CHEMICALS AND PHARMACEUTICALS LTD> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xix) Note for Non - Individual Shareholders and Custodians**

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - 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 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 log in 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.
- (xx) 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).
- (xxi) Mr. L.N. Joshi, Practicing Company Secretary (Membership No. F-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.
- (xxii) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than three days 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 company's shares are listed.
- (xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2016 subject to receipt of the requisite number of votes in favor of the Resolutions.

Place : Indore  
Date : 10/08/2016

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

Sd/-

**Shikha Khilwani**  
Company Secretary  
Membership No.: A43203

**Biofil Chemicals & Pharmaceuticals Ltd.**

CIN : L24233MP1985PLC002709

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

Email: [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com) Website: [www.biofilgroup.net](http://www.biofilgroup.net)

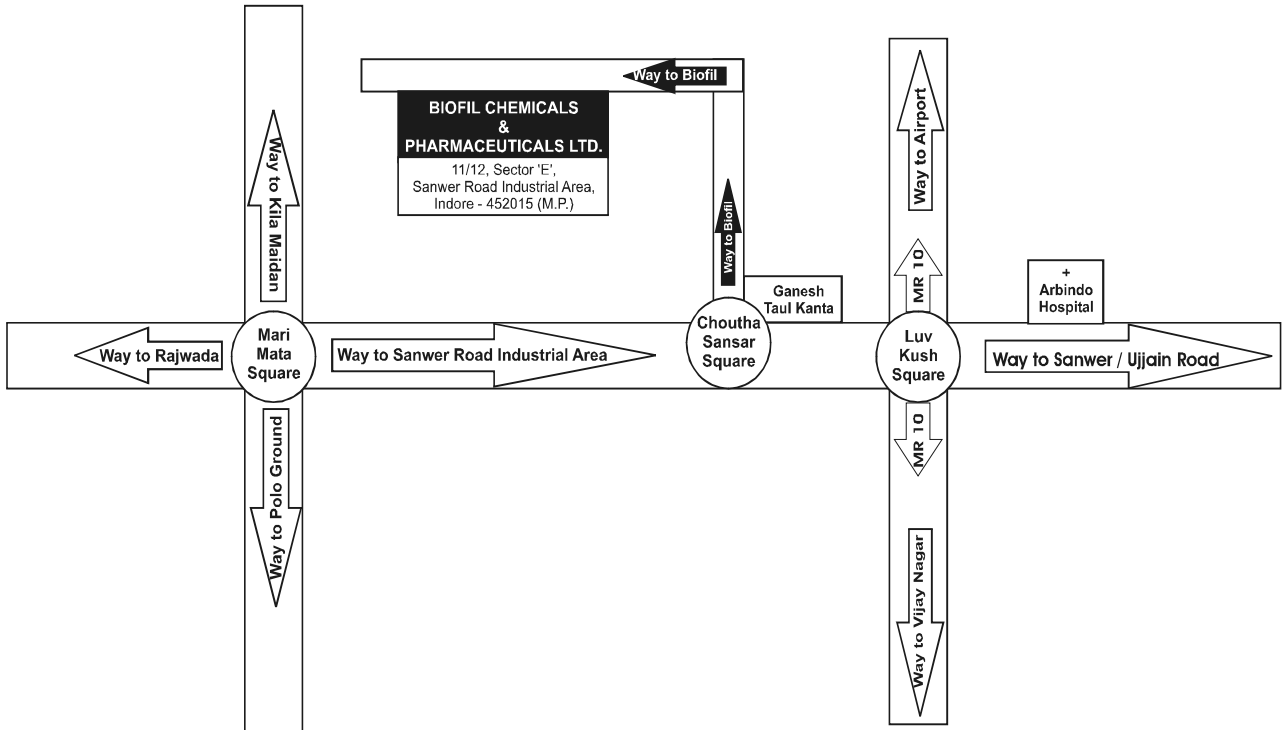
**Annexure**

**Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015:**

|   |  |
|---|--|
| <b>Name of Directors</b>  | <b>MR. ROMIL SHAH</b><br>(DIN: 00326110)   |
| Date of Birth   | 07 / 04 / 1985   |
| Date of Appointment   | 30 / 07 / 2005   |
| Expertise / Experience in specific functional areas   | 9 Year experience in the field of technical and administration   |
| Qualification   | B.E., M.B.A.   |
| No. & % of Equity Shares held in the Company  | 382550 (2.35%)   |
| List of outside Company's directorship held   | Sedate Mercantile Private Limited  |
| Chairman / Member of the Committees of the Board of Directors of the Company                              | 1. Nomination and Remuneration Committee (Member)<br>2. Stakeholder Relationship Committee (Member)<br>3. Audit Committee (Member) |
| Salary or Sitting fees paid   | Nil  |
| Chairman / Member of the Committees of the Board of Directors of other Companies in which she is director | Nil  |
| Relationship between directors inter-se   | Nil  |



**ROUTE MAP**



## BOARD'S REPORT

To  
The Members of  
**Biofil Chemicals and Pharmaceuticals Limited**

Your Directors are pleased to present the 31st Annual Report on the business and operation of the Company together with the Audited Financial Statements for the year ended March 31, 2016.

### 1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK:

#### 1.1 FINANCIAL HIGHLIGHTS AND SUMMARY

The performance highlights and summarized financial results of the Company are given below:

(Rupees in Lakhs except EPS)

| PARTICULARS   | Year ended<br>31st March 2016 | Year ended<br>31st March 2015 |
|---|-------------------------------|-------------------------------|
| Total Income  | 1369.84                       | 632.34                        |
| Total Expenditure   | 1271.77                       | 558.80                        |
| <b>Profit/(Loss) before Exceptional &amp; Extraordinary Items &amp; Tax</b> | <b>98.07</b>                  | <b>73.54</b>                  |
| Exceptional Items   | 0.00                          | 0.00                          |
| Extraordinary Items   | 0.00                          | 0.00                          |
| <b>Profit/(Loss) before tax</b>   | <b>98.07</b>                  | <b>73.54</b>                  |
| <b>Provision for Tax</b>  |                               |                               |
| - Current Tax   | 18.69                         | 14.01                         |
| - Deferred Tax  | 0.00                          | 0.00                          |
| - Earlier year Tax  | 1.12                          | 0.81                          |
| <b>Profit/Loss after tax</b>  | <b>78.26</b>                  | <b>58.72</b>                  |
| Surplus Carried to Balance Sheet  | 78.26                         | 58.72                         |
| Paid up Equity Share Capital  | 1627.38                       | 1627.38                       |
| Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)                   | 0.48                          | 0.36                          |

Pharma Industry also faces major economic and operational challenges, there are still some economic issues related to this sector which has not been addressed yet by the government such as export incentives, cluster development, incentives for API Industry and streamlining regulation. Major operational issues for Pharma industries are non availability of major raw material or availability of raw material at increased prices, increased legal risk. However board of the director are putting their full efforts to grow the business activities.

During the financial year your company has achieved the turnover of Rs. 1369.84 Lacs in comparison to previous year's turnover of Rs.632.34 Lacs and net profit of the company is Rs.78.26 lacs in comparison to previous net profit of Rs.58.72 lacs.

Further your company shall continue to grow its business with leading pharmaceutical Central Public Sector Enterprises, Bengal Chemicals and Pharmaceuticals Limited for providing C&F facility and HLL Lifecare Limited for providing job work facility.

#### 1.2 CHANGE IN NATURE OF BUSINESS

Company is dealing in Pharmaceuticals and Chemicals and it has also diversified its business activity and is dealing in Plastic and allied Products. During the year there was no change in business activity of the company.

#### 1.3 SHARE CAPITAL

The Paid-Up Equity Share Capital as at 31st March 2016 stood at Rs.1,62,73,800/-. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March 2016, none of the Directors of the company hold instruments convertible into equity shares of the Company.

### 2. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as Annexure - A and forms an integral part of this Report

### 3. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEES AND AGM

The details of the number of meetings of the Board and its committee held during the Financial Year 2015-16 forms part of the Corporate Governance Report. Further Annual general meeting of the Company for financial year 2014-2015 was held on 24th September, 2015.

**4. DIVIDEND**

Due to inadequate profit & accumulated losses in earlier years, your Directors have not recommended any dividend for the year under review.

**5. AMOUNTS TRANSFERRED TO RESERVES**

Due to accumulated losses company has not transferred any amount in reserve account.

**6. DEPOSITS**

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

**DISCLOSURE OF UNSECURED LOAN RECEIVED FROM DIRECTORS.**

Pursuant to Section 2(31) Read with Rule 2(1)(viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company has not received any unsecured loan from director during the financial year.

**7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:**

During the financial year ended on 31.03.2016 the Company did not have any subsidiary, joint venture or associate company.

**8. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Members at their 30th annual general meeting held on 24th September, 2015 approved the appointment of Shri Subhash Chandra Swarnkar as an independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 who was appointed by Board of Directors in their meeting held on 13th August, 2015 as an additional director up to the 30th AGM. Further Shri Ramesh Chimanlal Shah resigned from the post of directorship of the company w.e.f. 15th November, 2015, due to his pre-occupation and other personal reasons. Your Board places on record his deep appreciation for valuable contribution made by him during the tenure as the director of the company.

Further, Ms. Neha Shukla, resigned from the post of the Company Secretary and Compliance officer (KMP) with effect from 13th February, 2016 and Ms. Shikha Khilwani was appointed as Company Secretary and Compliance officer (KMP) of the Company w.e.f. 13th February, 2016.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Romil Shah, Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

The following have been designated as the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. **Ramesh Shah, Managing Director**
2. **Shikha Khilwani, Company Secretary and Compliance officer (w.e.f. 13.02.2016)**
3. **Jitendra Kumar Sahu, Chief Financial officer**

**DISQUALIFICATIONS OF DIRECTORS**

During the year declarations were received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

**9. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfil the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**10. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures in adoption of these standards;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a going concern basis;
- v. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**11. FAMILIARIZATION OF INDEPENDENT DIRECTORS**

The details of familiarization programme for Independent Directors is given in report of corporate governance and have been disclosed on website of the Company at weblink <http://www.biofilgroup.net/Policies/Familiarization%20Programme%20for%20Independent%20Directors.pdf>

**12. MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors met once during the year as on 17th March, 2016. The Meeting was conducted in an informal manner without the presence of the Chairman, the Whole Time Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

**13. COMMITTEES OF THE BOARD OF DIRECTORS**

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Smt. Shaila Jain (Chairperson), Mr. Romil Shah and Shri Subhash Chandra Swarnkar, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

**The other Committees of the Board are:**

- (i) Nomination and Remuneration Committee
- (ii) Stakeholders Relationship Committee

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Report.

**14. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES**

The Board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

**Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments

**15.. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186**

The Company has not provided any loans and guarantees pursuant to section 186 of the Companies Act, 2013.

**16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 of the Companies Act, 2013 and the Rules made there under. Further disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is set out as Annexure B.

The Details of the related party transactions as required under Accounting standard -18 are set out in Note No. 9 to the financial statement forming part of this Annual Report.

All Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis. Omnibus approval was obtained on a quarterly basis for transactions which are of repetitive nature.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web-link of the same has been provided in the Corporate Governance Report. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

**17. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies

(Accounts) Rules, 2014 are given as under :as required under sub-section (3) (m) of section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

**(A) Conservation of Energy**

- (i) Adequate measures have been initiated to reduce energy consumption wherever necessary.
- (ii) The company makes ongoing study to identify and implement energy saving system to reduce, energy, consumption and cost of production.
- (iii) Maintenance of machines as per schedule.
- (iv) Energy conservation is ongoing process in our company. Continues monitoring, planning, development and modification for energy conservation are done at the plant.
- (v) The capital investment on energy conservation equipment's: Nil

**(B) Technology Absorption :**

- (i) The efforts made towards technology absorption: Not Applicable.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution Not Applicable.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Not Applicable.
- (iv) Company has not incurred any expenditure on Research and Development during the year under review.

Further there was neither inflow nor outflow of foreign exchange during the year.

**18. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

Your company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations; the internal and operational audit is entrusted to M/s. Sethiya Khandelwal & Co., Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of director. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee. Report of statutory auditors for internal financial control system is part of Audit Report.

**19. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

Provisions of section 135 of the Companies Act, 2013 does not apply to the Company, therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.

**20. REMUNERATION POLICY/DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The Nomination and Remuneration Policy of the company is annexed as Annexure-C and forms an integral part of this report.

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date, is annexed as Annexure - D and forms an integral part of this Report

None of the employee of the company is drawing more than Rs.1,02,00,000/- per annum or Rs.8,50,000/- per month for the part of the year, during the year under review therefore Particulars of the employees as required under Section 197 of Companies Act, 2013 read with rule 5(2) & rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable, during the year under review.

Further Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under section 197(14) of Companies Act, 2013 is not applicable.

**21. REPORTS ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS**

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Practicing Chartered Accountants confirming compliance forms an integral part of this Report.

**22. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a whistle blower policy to report genuine concerns or grievances. The details of establishment of the reporting mechanism are disclosed on the website of the Company at the [weblink http://www.biofilgroup.net/Policies/Vigil%20Mechanism%20Policy%20BCPL.pdf](http://www.biofilgroup.net/Policies/Vigil%20Mechanism%20Policy%20BCPL.pdf)

No Person has been denied access to the Audit Committee.

**23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY.**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

**24. SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. L. N. Joshi, Practicing Company Secretary, to undertake as the Secretarial Auditor of the company. The Secretarial Audit report is included as ANNEXURE-E and forms an integral part of this Report. With respect to the observations of the Secretarial Auditor, the Board replies hereunder:-

Non Payment of Listing Fees with National Stock Exchange Limited:

The Company has been suspended from the National Stock Exchange Limited and matter is still pending for revocation of suspension; hence no invoice is generated from NSE with respect to filling of listing fees. Although company is in compliance with the clauses of listing agreement and duly submitted all the necessary documents as per listing agreement/Regulations in a prescribed frame of time and further request letter also submitted to NSE for revocation of suspension.

Trading Approval for Reissue of 5712500 Forfeited Shares: The Company has received in principal approval from BSE Limited subject to approval from National Stock Exchange.

**25. STATUTORY AUDITORS**

Pursuant to the provisions of section 139 of the Act and the rules framed thereunder, M/s. S.N.Gadiya & Company, Chartered Accountants (Firm Registration No.002052C) were appointed as statutory auditors of the Company from the conclusion of the 29th Annual General Meeting (AGM) of the Company held on 23rd September 2014 till the conclusion of the 32nd AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

M/s. S.N.Gadiya & Company, Chartered Accountants (Firm Registration No.002052C) who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for re-appointment for the financial year 2016-17. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. S.N.Gadiya & Company, Chartered Accountants for their appointment, if made, would be in conformity with the limits specified in the said Section

**EXPLANATION TO AUDITOR'S REMARKS**

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

Further there was no fraud in the Company, which was required to report by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

**26. COST AUDIT**

The company does not falls within the provisions of Section 148 of Company's Act, 2013, Read with the Companies (Cost records & Audit) Rules, 2014, therefore no such records are required to be maintained and company is not required to appoint cost auditor for the financial year 2016-17.

**27. INTERNAL AUDITOR**

The Board has appointed M/s. Sethiya Khandelwal & Company, Chartered Accountants Indore, as Internal Auditor of the company and takes his suggestions and recommendations to improve and strengthen the internal control systems. His scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

**28. CODE OF CONDUCT**

The Company has laid down a code of conduct for all Board members and senior management and independent directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

**29. MD/CFO CERTIFICATION**

As required under Regulation 17(8) of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2016.

**30. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES:**

Your Company has adopted the code as per SEBI (Prohibition of Insider Trading) Regulations, 2015, which has been effective from 15th May, 2015. The Details of the said code is available on website of the Company i.e [www.biofilgroup.net](http://www.biofilgroup.net).

**31. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

**32. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.

**33. ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

**34. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

**35. LISTING OF SHARES**

Company's shares listed on Bombay Stock Exchange Limited & National Stock Exchange Ltd. The company has paid annual listing fee for financial year 2016-17 to Bombay Stock Exchange. Further company had reissued of 5712500 forfeited equity shares on 31.03.2011. The Company has received "in principal approval letter" from Bombay Stock Exchange Ltd. Subject to listing at National Stock Exchange Ltd.

Further the National Stock Exchange Ltd, has suspended the trading in shares and matter is still pending for revocation of suspension and listing fee will be paid at the time of revocation of suspension.

**36. BUSINESS RESPONSIBILITY REPORT:**

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2016.

**37. DEPOSITORY SYSTEM**

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid. The Company has paid the annual custodian fee to both the depositories

**38. INDUSTRIAL RELATIONS:**

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

**39. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

At the 30th Annual General Meeting held on 24th September, 2015, based on the approval of the Members, the Company adopted new Articles of Association which had been streamlined and aligned with the Companies Act, 2013 and Rules made there under.

**40. ACKNOWLEDGMENT**

The Board of Directors wish to place on record its appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the investors, stakeholders, Banks and other regulatory authorities.

**On behalf of the Board of  
Biofil Chemicals & Pharmaceuticals Ltd.**

Place : Indore  
Date : 10th August, 2016

**Ramesh S. Shah**  
**Managing Director**  
(DIN: 00028819)

**Romil Shah**  
**Director**  
(DIN: 00326110)

**ANNEXURE A  
FORM NO. MGT-9**
**Extract of Annual Return As on financial year ended on 31st March 2016**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS:**

|   |   |  |
|---|---|--|
| 1 | <b>CIN</b>  | <b>L24233MP1985PLC002709</b>   |
| 2 | Registration Date   | 04/01/1985   |
| 3 | <b>Name of the Company</b>  | <b>Biofil Chemicals and Pharmaceuticals Limited</b>  |
| 4 | Category / Sub-Category of the Company                                    | Public Company limited by shares/Indian Non-government Company   |
| 5 | Address of the Registered office and contact details                      | 11/12, Sector E, Sanwer Road, Industrial Area, Indore (M.P.) 452015,<br>Tel.No.: 0731-2426700 & Fax No.: 0731-2420926<br>Email id: bcplcompliance@gmail.com Website: www.biofilgroup.net                       |
| 6 | Whether listed company Yes/ No  | Yes  |
| 7 | Name, Address and Contact details of Registrar and Transfer Agent, if any | Ankit Consultancy Pvt. Ltd.<br>60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010<br>• Phone: 0731-3198601-602 • Fax: 0731-4065798<br>• Email ID: ankit_4321@yahoo.com • Website : www.ankitonline.com |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of Main Products/ Services | NIC Code of the Products/ Services | % of Total Turnover of the Company |
|--------|---|------------------------------------|------------------------------------|
| 1      | Pharmaceutical and Chemical Product             | 2423                               | 98.28%                             |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| S. No. | Name and Address Of the Company | CIN/GLN | Holding / Subsidiary / Associate | % of Shares Held | Applicable Section |
|--------|---------------------------------|---------|----------------------------------|------------------|--------------------|
| -      | -                               | -       | -                                | -                | -                  |

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**
**(I) CATEGORY WISE SHARE HOLDING**

| Category of Shareholders | No. of Shares Held at the beginning of the year (As on 01st April 2015) |                |                |                  | No. of Shares Held at the end of the year (As on 31st March 2016 ) |                |                |                  | % Change during the year |
|--------------------------|---|----------------|----------------|------------------|--|----------------|----------------|------------------|--------------------------|
|                          | Demat   | Physical       | Total          | % of total Share | Demat  | Physical       | Total          | % of total Share |                          |
| <b>A. Promoter's</b>     |   |                |                |                  |  |                |                |                  |                          |
| <b>(1) Indian</b>        |   |                |                |                  |  |                |                |                  |                          |
| a) Individual/ HUF       | 3074740   | 229820         | 3304560        | 20.31%           | 3304560  | 0              | 3304560        | 20.31%           | 0.00%                    |
| b) Central Govt          | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| c) State Govt(s)         | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| d) Bodies Corp.          | 2051700   | 2262500        | 4314200        | 26.51            | 2051700  | 2262500        | 4314200        | 26.51            | 0.0                      |
| e) Banks / FI            | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| f) Any other             | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| <b>Sub-Total (A) (1)</b> | <b>5126440</b>  | <b>2492320</b> | <b>7618760</b> | <b>46.82</b>     | <b>5356260</b>   | <b>2262500</b> | <b>7618760</b> | <b>46.82</b>     | <b>0.0</b>               |
| <b>(2) Foreign</b>       |   |                |                |                  |  |                |                |                  |                          |
| a) NRI- Individual       | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| b) Other- Individual     | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| c) Bodies Corp.          | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| d) Banks / FI            | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| e) Any other             | 0.0   | 0.0            | 0.0            | 0.0              | 0.0  | 0.0            | 0.0            | 0.0              | 0.0                      |
| <b>Sub Total (A) (2)</b> | <b>0.0</b>  | <b>0.0</b>     | <b>0.0</b>     | <b>0.0</b>       | <b>0.0</b>   | <b>0.0</b>     | <b>0.0</b>     | <b>0.0</b>       | <b>0.0</b>               |



| Category of Shareholders  | No. of Shares Held at the beginning of the year (As on 01st April 2015) |                |                 |                  | No. of Shares Held at the end of the year (As on 31st March 2016) |                |                 |                  | % Change during the year |
|---|---|----------------|-----------------|------------------|---|----------------|-----------------|------------------|--------------------------|
|   | Demat   | Physical       | Total           | % of total Share | Demat   | Physical       | Total           | % of total Share |                          |
| <b>Total shareholding of promoter</b>   |   |                |                 |                  |   |                |                 |                  |                          |
| <b>(A) = (A)(1)+(A) (2)</b>   | <b>5126440</b>  | <b>2492320</b> | <b>7618760</b>  | <b>46.82</b>     | <b>5356260</b>  | <b>2262500</b> | <b>7618760</b>  | <b>46.82</b>     | <b>0.0</b>               |
| <b>B. Public Shareholding</b>   |   |                |                 |                  |   |                |                 |                  |                          |
| <b>1. Institutions</b>  |   |                |                 |                  |   |                |                 |                  |                          |
| a) Mutual Funds   | 0   | 0              | 0               | 0.00%            | 0   | 74000          | 74000           | 0.46%            | 0.46%                    |
| b) Banks / FI   | 20000   | 87300          | 107300          | 0.66%            | 20000   | 13300          | 33300           | 0.20%            | (0.46%)                  |
| c) Central Govt   | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| d) State Govt(s)  | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| e) Venture Capital Funds  | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| f) Insurance Companies  | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| g) FIs  | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| h) Foreign Venture Capital Funds  | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| i) Others (specify)   | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| <b>Sub total (B) (1)</b>  | <b>20000</b>  | <b>87300</b>   | <b>107300</b>   | <b>0.66%</b>     | <b>20000</b>  | <b>87300</b>   | <b>107300</b>   | <b>0.66%</b>     | <b>(0.00%)</b>           |
| <b>2. Non-Institutions</b>  |   |                |                 |                  |   |                |                 |                  |                          |
| a) Bodies Corp.   |   |                |                 |                  |   |                |                 |                  |                          |
| i) Indian   | 3573344   | 456800         | 4030144         | 24.76%           | 3573374   | 356700         | 3930074         | 24.15%           | (0.61%)                  |
| ii) Overseas  | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| b) Individuals  | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh        | 2097269   | 752110         | 2849379         | 17.51%           | 2138691   | 744610         | 2883301         | 17.72%           | 0.21%                    |
| ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh | 1407767   | 66800          | 1474567         | 9.06%            | 1441989   | 66800          | 1508789         | 9.27%            | 0.21%                    |
| c) Others (NRI , OCB & Clearing Members)  | 26950   | 166700         | 193650          | 1.19%            | 59863   | 164500         | 224363          | 1.38%            | 0.19%                    |
| <b>Sub-total (B)(2):-</b>   | <b>7105330</b>  | <b>1442410</b> | <b>8547740</b>  | <b>52.52%</b>    | <b>7215130</b>  | <b>1332610</b> | <b>8547740</b>  | <b>52.52%</b>    | <b>0.00%</b>             |
| <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>                             | <b>7125330</b>  | <b>1529710</b> | <b>8655040</b>  | <b>53.18%</b>    | <b>7235130</b>  | <b>1419910</b> | <b>8655040</b>  | <b>53.18%</b>    | <b>(0.00%)</b>           |
| C. Shares held by Custodian for GDRs & ADRs                                     | 0.0   | 0.0            | 0.0             | 0.0              | 0.0   | 0.0            | 0.0             | 0.0              | 0.0                      |
| <b>Grand Total (A+B+C)</b>  | <b>12251770</b>   | <b>4022030</b> | <b>16273800</b> | <b>100</b>       | <b>12591390</b>   | <b>3682410</b> | <b>16273800</b> | <b>100</b>       | <b>0.0%</b>              |

**II) SHAREHOLDING OF PROMOTER :**

| S. No. | Share Holder's Name                     | No. of Shares Held at the Beginning of the year As on 01st April, 2015 |                                  |  | No. of Shares Held at the End of the year As on 31st March 2016 |                                  |  | % Change during the year |
|--------|---|--|----------------------------------|--|---|----------------------------------|--|--------------------------|
|        |   | No. of Shares  | % of total shares of the company | % of the Share Pledge / encumbered to total shares | No. of Shares   | % of total shares of the company | % of the Share Pledge / encumbered to total shares |                          |
| 1      | Smitesh Sanalal Shah                    | 1082740  | 6.65                             | 0  | 1082740   | 6.65                             | 0  | 0                        |
| 2      | Ramesh Shah                             | 653320   | 4.01                             | 0  | 653320  | 4.01                             | 0  | 0                        |
| 3      | Romil Shah                              | 382550   | 2.35                             | 0  | 382550  | 2.35                             | 0  | 0                        |
| 4      | Ketan Shah                              | 340800   | 2.09                             | 0  | 340800  | 2.09                             | 0  | 0                        |
| 5      | Sulochana Shah                          | 140620   | 0.86                             | 0  | 140620  | 0.86                             | 0  | 0                        |
| 6      | Meena Shah                              | 140600   | 0.86                             | 0  | 140600  | 0.86                             | 0  | 0                        |
| 7      | Sandeep Shah                            | 106600   | 0.66                             | 0  | 106600  | 0.66                             | 0  | 0                        |
| 8      | Trupti Shah                             | 101750   | 0.63                             | 0  | 101750  | 0.63                             | 0  | 0                        |
| 9      | Meet Shah                               | 78100  | 0.48                             | 0  | 87200   | 0.53                             | 0  | 0.05                     |
| 10     | Ritu Shah                               | 87100  | 0.54                             | 0  | 87100   | 0.54                             | 0  | 0                        |
| 11     | Rohan Shah                              | 65500  | 0.40                             | 0  | 65500   | 0.40                             | 0  | 0                        |
| 12     | Kiran Shah                              | 63100  | 0.39                             | 0  | 63100   | 0.39                             | 0  | 0                        |
| 13     | Pragnesh Shah                           | 52680  | 0.32                             | 0  | 52680   | 0.32                             | 0  | 0                        |
| 14     | Scope Finance Company Private Limited   | 2262500  | 13.90                            | 0  | 2262500   | 13.90                            | 0  | 0                        |
| 15     | Mid (India) Pharmaceuticals Pvt Limited | 1175250  | 7.22                             | 0  | 1175250   | 7.22                             | 0  | 0                        |
| 16     | Cyano Finance and Sales Private Limited | 876450   | 5.39                             | 0  | 876450  | 5.39                             | 0  | 0                        |
| 17     | Ku. Niyati Shah                         | 5200   | 0.03                             | -  | -   | -                                | -  | (0.03)                   |
| 18     | Smt.Ragini Shah                         | 1950   | 0.01                             | -  | -   | -                                | -  | (0.01)                   |
| 19     | Rekha Shah                              | 950  | 0.01                             | -  | -   | -                                | -  | (0.01)                   |
|        | <b>Total</b>                            | <b>7618760</b>   | <b>46.82%</b>                    | <b>0</b>   | <b>7618760</b>  | <b>46.82%</b>                    | <b>0</b>   | <b>0.00</b>              |

**III) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)**

| S. No. | Share Holder's Name   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|---|---|----------------------------------|---|----------------------------------|
|        |   | No. of Shares                             | % of total shares of the company | No. of Shares                           | % of total shares of the company |
| 1      | <b>At the beginning of the year</b>   | <b>7618760</b>                            | <b>46.82%</b>                    | <b>7618760</b>                          | <b>46.82%</b>                    |
|        | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): | 0.0                                       | 0.0                              | 0.0                                     | 0.0%                             |
|        | As per changes given below  | As per changes given below                | As per changes given below       | <b>7618760</b>                          | <b>46.82%</b>                    |
|        | <b>At the end of the year</b>   | <b>7618760</b>                            | <b>46.82%</b>                    | <b>7618760</b>                          | <b>46.82%</b>                    |

| S. No. | Share Holder's Name           | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|-------------------------------|---|----------------------------------|---|----------------------------------|
|        |                               | No. of Shares                             | % of total shares of the company | No. of Shares                           | % of total shares of the company |
| 1      | <b>MEET SHAH</b>              |   |                                  |   |                                  |
|        | At the Beginning of the Year  | 78100                                     | 0.48                             | 78100                                   | 0.48                             |
|        | Transfer as on 23.12.2015     | 5200                                      | 0.03                             | 83300                                   | 0.51                             |
|        | Transfer as on 23.12.2015     | 1950                                      | 0.01                             | 85250                                   | 0.52                             |
|        | Transfer as on 23.12.2015     | 950                                       | 0.00                             | 86200                                   | 0.52                             |
|        | Transfer as on 25.12.2015     | 1000                                      | 0.01                             | 87200                                   | 0.53                             |
|        | At the end of the year        | 87200                                     | 0.53                             | 87200                                   | 0.53                             |
| 2      | <b>NIYATISHAH</b>             |   |                                  |   |                                  |
|        | At the Beginning of the Year  | 5200                                      | 0.03                             | 5200                                    | 0.03                             |
|        | Transfer as on 23.12.2015     | (-5200)                                   | (-0.03)                          | 0                                       | 0                                |
|        | At the end of the year        | 0   | 0                                | 0                                       | 0                                |
| 3      | <b>RAGINISHAH</b>             |   |                                  |   |                                  |
|        | At the Beginning of the Year  | 1950                                      | 0.01                             | 1950                                    | 0.01                             |
|        | Transmission as on 23.12.2015 | 1000                                      | 0.01                             | 2950                                    | 0.02                             |
|        | Transfer as on 25.12.2015     | (-1000)                                   | (-0.01)                          | 0                                       | 0                                |
|        | At the end of the year        | 0   | 0                                | 0                                       | 0                                |
| 4      | <b>REKHA SHAH</b>             |   |                                  |   |                                  |
|        | At the Beginning of the Year  | 950                                       | 0.01                             | 950                                     | 0.01                             |
|        | Transfer as on 23.12.2015     | (-950)                                    | (-0.01)                          | 0                                       | 0                                |
|        | At the end of the year        | 0   | 0                                | 0                                       | 0                                |

Except this change there is no change in promoter's shareholding during the financial year.

**(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS**

(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

| S. No. | Top Ten (10) Shareholders Name          | Shareholding at the beginning of the year       |                                  | Date wise increase / Decrease in top ten share holder | Increase / Decrease in share holding | Reason           | Cumulative Shareholding during the year |                                  |
|--------|---|---|----------------------------------|---|--------------------------------------|------------------|---|----------------------------------|
|        |   | No. of Shares at the beginning /end of the year | % of total shares of the Company |   |                                      |                  | No. of Shares                           | % of total shares of the Company |
| 1      | <b>Starline Equifin Private Limited</b> | <b>1850800</b>                                  | <b>11.37%</b>                    | -   | -                                    | <b>No Change</b> | <b>1850800</b>                          | <b>11.37%</b>                    |
|        | At the end of the year                  | 1850800   | 11.37%                           | -   | -                                    | -                | 1850800                                 | 11.37%                           |
| 2      | <b>Libra Healthcare Private Limited</b> | <b>850000</b>                                   | <b>5.22%</b>                     | -   | -                                    | <b>No Change</b> | <b>850000</b>                           | <b>5.22%</b>                     |
|        | At the end of the year                  | 850000  | 5.22%                            | -   | -                                    | -                | 850000                                  | 5.22%                            |
| 3      | <b>KSL and Industries Limited</b>       | <b>306665</b>                                   | <b>1.88%</b>                     | -   | -                                    | <b>No Change</b> | <b>306665</b>                           | <b>1.88%</b>                     |
|        | At the end of the year                  | 306665  | 1.88%                            | -   | -                                    | -                | 306665                                  | 1.88%                            |
| 4      | <b>Tejal Keyur Shah</b>                 | <b>257721</b>                                   | <b>1.58%</b>                     | -   | -                                    | <b>No Change</b> | <b>257721</b>                           | <b>1.58%</b>                     |
|        | At the end of the year                  | 257721  | 1.58%                            | -   | -                                    | -                | 257721                                  | 1.58%                            |
| 5      | <b>Cactus Software Pvt. Ltd.</b>        | <b>202100</b>                                   | <b>1.24%</b>                     | -   | -                                    | <b>No Change</b> | <b>202100</b>                           | <b>1.24%</b>                     |
|        | At the end of the year                  | 202100  | 1.24%                            | -   | -                                    | -                | 202100                                  | 1.24%                            |
| 6      | <b>Kishor Himmatsinh Jhala</b>          | <b>200000</b>                                   | <b>1.23%</b>                     | -   | -                                    | <b>No Change</b> | <b>200000</b>                           | <b>1.23%</b>                     |
|        | At the end of the year                  | 200000  | 1.23%                            | -   | -                                    | -                | 200000                                  | 1.23%                            |
| 7      | <b>Gom Industries Ltd</b>               | <b>180800</b>                                   | <b>1.11%</b>                     | -   | -                                    | <b>No Change</b> | <b>180800</b>                           | <b>1.11%</b>                     |
|        | At the end of the year                  | 180800  | 1.11%                            | -   | -                                    | -                | 180800                                  | 1.11%                            |
| 8      | <b>Rudra Securities And Capital Ltd</b> | <b>129300</b>                                   | <b>0.79%</b>                     | -   | -                                    | <b>No Change</b> | <b>129300</b>                           | <b>0.79%</b>                     |
|        | At the end of the year                  | 129300  | 0.79%                            | -   | -                                    | -                | 129300                                  | 0.79%                            |
| 9      | <b>Indrata Investment (P) Ltd</b>       | <b>105600</b>                                   | <b>0.65%</b>                     |   |                                      |                  | <b>105600</b>                           | <b>0.65%</b>                     |
|        | At the end of the year                  | 5600  | 0.03%                            | 30.11.15  | 100000                               | transfer         | 5600                                    | 0.03%                            |
| 10     | <b>Rashmi Chandrakant Shah</b>          | <b>102100</b>                                   | <b>0.63%</b>                     | -   | -                                    | <b>No Change</b> | <b>102100</b>                           | <b>0.63%</b>                     |
|        | At the end of the year                  | 102100  | 0.63%                            | -   | -                                    | -                | 102100                                  | 0.63%                            |
| 11     | <b>Neelam Sethiya</b>                   | <b>0</b>  | <b>0</b>                         | <b>0</b>  | <b>0</b>                             | <b>NA</b>        | <b>0</b>                                | <b>0</b>                         |
|        |   | -   | -                                | 30.11.15  | 100000                               | transfer         | 100000                                  | 0.61%                            |
|        |   | -   | -                                | 29.01.16  | 5300                                 | transfer         | 94700                                   | 0.58%                            |
|        |   | -   | -                                | 12.02.16  | 20                                   | transfer         | 94720                                   | 0.58%                            |
|        | At the end of the year                  | 94720   | 0.58%                            | -   | -                                    | -                | 94720                                   | 0.58%                            |

**V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

| S. No. | Shareholding of each Directors and each Key Managerial Personnel  | Shareholding at the beginning of the year |                                       | Cumulative Share holding during the year  |                                       |
|--------|---|---|---------------------------------------|---|---------------------------------------|
|        |   | No. of Shares                             | % of total shares of the company      | No. of Shares                             | % of total shares of the company      |
| 1      | <b>Ramesh Shah (MD, KMP)</b><br><b>At the beginning of the year</b><br>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):<br><b>At the end of the year</b>         | <b>653320</b><br><br>0.0<br><b>653320</b> | <b>4.01</b><br><br>0.0<br><b>4.01</b> | <b>653320</b><br><br>0.0<br><b>653320</b> | <b>4.01</b><br><br>0.0<br><b>4.01</b> |
| 2      | <b>Romil Shah (NED)</b><br><b>At the beginning of the year</b><br>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):<br><b>At the end of the year</b>              | <b>382550</b><br><br>0.0<br><b>382550</b> | <b>2.35</b><br><br>0.0<br><b>2.35</b> | <b>382550</b><br><br>0.0<br><b>382550</b> | <b>2.35</b><br><br>0.0<br><b>2.35</b> |
| 3      | <b>Shaila Jain (ID)</b><br><b>At the beginning of the year</b><br>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):<br><b>At the end of the year</b>              | <b>0.0</b><br><br>0.0<br><b>0.0</b>       | <b>0.0</b><br><br>0.0<br><b>0.0</b>   | <b>0.0</b><br><br>0.0<br><b>0.0</b>       | <b>0.0</b><br><br>0.0<br><b>0.0</b>   |
| 4      | <b>Subhash Chandra Swarnkar (ID)</b><br><b>At the beginning of the year</b><br>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):<br><b>At the end of the year</b> | <b>0.0</b><br><br>0.0<br><b>0.0</b>       | <b>0.0</b><br><br>0.0<br><b>0.0</b>   | <b>0.0</b><br><br>0.0<br><b>0.0</b>       | <b>0.0</b><br><br>0.0<br><b>0.0</b>   |
| 5      | <b>Jitendra Sahu (CFO, KMP)</b><br><b>At the beginning of the year</b><br>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):<br>At the end of the year             | <b>0.0</b><br><br>0.0<br>0.0              | <b>0.0</b><br><br>0.0<br>0.0          | <b>0.0</b><br><br>0.0<br>0.0              | <b>0.0</b><br><br>0.0<br>0.0          |
| 6      | <b>Shikha Khilwani (CS, KMP)</b><br><b>At the beginning of the year</b><br>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):<br><b>At the end of the year</b>     | <b>0.0</b><br><br>0.0<br><b>0.0</b>       | <b>0.0</b><br><br>0.0<br><b>0.0</b>   | <b>0.0</b><br><br>0.0<br><b>0.0</b>       | <b>0.0</b><br><br>0.0<br><b>0.0</b>   |

**V) INDEBTEDNESS - INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT** (Amount in Rs.)

| Details / Particulars / Description                     | Secured Loans<br>Excluding deposits | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
|---|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year     |                                     |                    |          |                       |
| i) Principal Amount                                     | -                                   | 29800596           | -        | 29800596              |
| ii) Interest due but not paid                           | -                                   | -                  | -        | -                     |
| iii) Interest accrued but not due                       | -                                   | -                  | -        | -                     |
| <b>Total (i+ii+iii)</b>                                 | -                                   | <b>29800596</b>    | -        | <b>29800596</b>       |
| <b>Change in Indebtedness during the financial year</b> |                                     |                    |          |                       |
| * Addition  | -                                   | -                  | -        | -                     |
| * Reduction   | -                                   | (16100846)         | -        | (16100846)            |
| <b>Net Change</b>                                       | -                                   | <b>(16100846)</b>  | -        | <b>(16100846)</b>     |
| <b>Indebtedness at the end of the financial year</b>    |                                     |                    |          |                       |
| i) Principal Amount                                     | -                                   | 13699750           | -        | 13699750              |
| ii) Interest due but not paid                           | -                                   | -                  | -        | -                     |
| iii) Interest accrued but not due                       | -                                   | -                  | -        | -                     |
| <b>Total (i+ii+iii)</b>                                 | -                                   | <b>13699750</b>    | -        | <b>13699750</b>       |

**VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

| S. No. | Particulars of Remuaneration  | Name of MD / WTD / MANAGER | TOTAL AMOUNT |
|--------|---|----------------------------|--------------|
|        |   | Ramesh Shah                |              |
| 1      | Gross salary  | 0.0                        | 0.0          |
|        | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0.0                        | 0.0          |
|        | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 0.0                        | 0.0          |
|        | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | 0.0                        | 0.0          |
| 2      | Stock Option  | 0.0                        | 0.0          |
| 3      | Sweat Equity  | 0.0                        | 0.0          |
| 4      | Commission  | 0.0                        | 0.0          |
|        | - as % of profit  |                            |              |
|        | - others, specify...  |                            |              |
| 5      | Others, please specify  | 0.0                        | 0.0          |
|        | Total (A)   | 0.0                        | 0.0          |
|        | Ceiling as per the Act  | 0.0                        | 0.0          |

**B. REMUNERATION TO OTHER DIRECTORS**

| S.No. | Particulars of Remuaneration               | Name of Director |                   |                           | Total Amount |
|-------|--|------------------|-------------------|---------------------------|--------------|
|       |  | Shaila Jain      | Ramesh C Shah*    | Subhash Chandra Swarnkar* |              |
| 1     | <b>Independent Directors</b>               |                  |                   |                           |              |
|       | Fee for attending board committee meetings | 0.0              | 0.0               | 0.0                       | 0.0          |
|       | Commission                                 | 0.0              | 0.0               | 0.0                       | 0.0          |
|       | Others, please specify                     | 0.0              | 0.0               | 0.0                       | 0.0          |
|       | <b>Total (1)</b>                           | <b>0.0</b>       | <b>0.0</b>        | <b>0.0</b>                | <b>0.0</b>   |
| 2     | <b>Other Non - Executive Directors</b>     |                  | <b>Romil Shah</b> |                           |              |
|       | Fee for attending board committee meetings | 0.0              | 0.0               | 0.0                       | 0.0          |
|       | Commission                                 | 0.0              | 0.0               | 0.0                       | 0.0          |
|       | Others, please specify                     | 0.0              | 0.0               | 0.0                       | 0.0          |
|       | <b>Total (2)</b>                           | <b>0.0</b>       | <b>0.0</b>        | <b>0.0</b>                | <b>0.0</b>   |
|       | <b>Total (B)=(1+2)</b>                     | <b>0.0</b>       | <b>0.0</b>        | <b>0.0</b>                | <b>0.0</b>   |
|       | <b>Total Managerial Remuneration</b>       | <b>0.0</b>       | <b>0.0</b>        | <b>0.0</b>                | <b>0.0</b>   |
|       | <b>Overall Ceiling as per the Act</b>      | <b>NA</b>        | <b>NA</b>         | <b>NA</b>                 | <b>NA</b>    |

Note : • Shri Subhash Chandra Swarnakar appointed as independent director on Board w.e.f. 13th August 2015 and Shri Ramesh Chimanlal Shah resigned from the Board w.e.f. 15th November, 2015.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

| S. No.   | Particulars of Remuaneration   | Key Managerial Personnel        |                                     |                         | Total Amount  |
|----------|--|---------------------------------|-------------------------------------|-------------------------|---------------|
|          |  | Company Secretary (Neha Shukla) | Company Secretary (Shikha Khilwani) | CFO Jltendra Kuamr Sahu |               |
| <b>1</b> | <b>Gross salary</b>  |                                 |                                     |                         |               |
|          | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, | <b>198517</b>                   | <b>27931</b>                        | <b>180000</b>           | 406448        |
|          | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                        | -                               | -                                   | -                       | -             |
|          | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961         | -                               | -                                   | -                       | -             |
| 2        | Stock Option   | -                               | -                                   | -                       | -             |
| 3        | Sweat Equity   | -                               | -                                   | -                       | -             |
| 4        | Commission   | -                               | -                                   | -                       | -             |
|          | - as % of profit   | -                               | -                                   | -                       | -             |
|          | others, specify...   | -                               | -                                   | -                       | -             |
| 5        | Others, please specify   | -                               | -                                   | -                       | -             |
|          | <b>Total</b>   | <b>198517</b>                   | <b>27931</b>                        | <b>180000</b>           | <b>406448</b> |

- Ms.Neha Shukla has resigned from post of Company Secretary w.e.f. 13.02.2016 and Ms. Shikha Khilwani was appointed as a company secretary w.e.f. 13.02.2016.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| TYPE                                | Section of the Companies Act | Brief Description | Details of Panalty / Punishment / Compound- ing fees imposed | Authority (RD/NCLT/ COURT) | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                            |                                    |
| Penalty                             | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| Punishment                          | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| Compounding                         | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                            |                                    |
| Penalty                             | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| Punishment                          | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| Compounding                         | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                            |                                    |
| Penalty                             | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| Punishment                          | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |
| Compounding                         | 0.0                          | 0.0               | 0.0  | 0.0                        | 0.0                                |

For and on behalf of the Board of Directors  
Biofil Chemicals & Pharmaceuticals Ltd.

Place : Indore  
Date : 10/08/2016

**Ramesh S. Shah**  
Managing Director  
(DIN: 00028819)

**Romil Shah**  
Director  
(DIN: 00326110)

**ANNEXURE B  
FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

| <b>1. Details of contracts or arrangements or transactions not at Arm's length basis.</b>                             | <b>Details</b> |
|---|----------------|
| (a) Name (s) of the related party & nature of relationship  | Nil            |
| (b) Nature of contracts/arrangements/transaction  | Nil            |
| (c) Duration of the contracts/arrangements/transaction  | Nil            |
| (d) Salient terms of the contracts or arrangements or transaction including the value, if any                         | Nil            |
| (e) Justification for entering into such contracts or arrangements or transactions'                                   | Nil            |
| (f) Date(s) of approval by the Board  | Nil            |
| (g) Amount paid as advances, if any   | Nil            |
| (h) Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | Nil            |

| <b>2. Details of Material contracts or arrangements or transactions at Arm's length basis</b> | <b>Details</b>  |
|---|---|
| (a) Name (s) of the related party & nature of relationship                                    | Cyano Pharma Private Limited . Relative of Directors are Director in the Company  |
| (b) Nature of contracts/arrangements/transaction  | Sale/purchase of goods and services in ordinary course of business and arms length basis  |
| (c) Duration of the contracts/arrangements/transaction  | On going  |
| (d) Salient terms of the contracts or arrangements or transaction including the value, if any | Rs. 2,49,51,130 /-  |
| (e) Date(s) of approval by the Board  | Since all transactions are done in the ordinary course of business and are at arms length basis, approval of the board is not applicable. However, necessary omnibus approvals were granted by the Audit committee from time to time. |
| (f) Amount paid as advances or refunded, if any   | No advance have been paid or received against the transactions mentioned above.   |

**On behalf of the Board of Directors of  
Biofil Chemicals & Pharmaceuticals Ltd.**

Place : Indore  
Date : 10th August, 2016

**Ramesh S. Shah**  
**Managing Director**  
(DIN: 00028819)

**Romil Shah**  
**Director**  
(DIN: 00326110)

**ANNEXURE C****NOMINATION AND REMUNERATION POLICY****PREAMBLE**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the regulation 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**CONSTITUTION OF COMMITTEE**

The board has constituted the Nomination and Remuneration Committee of the Board. This is in line with the requirement under Companies Act, 2013 (ACT)

The Board has authority to reconstitute this committee from time to time.

**OBJECTIVE**

The objective of the policy is to:-

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
3. Formulation of criteria for evaluation of Independent Director and the Board.
4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
6. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
7. To Implement and monitor policies and processes regarding principles of corporate governance.

**APPLICABILITY**

- a) Directors (Executive and Non Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel

**DEFINITIONS**

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board" means Board of Directors of Biofil Chemicals & Pharmaceuticals Ltd.

"Directors" mean both Executive and Non Executive Director of the Biofil Chemicals & Pharmaceuticals Ltd.

"Key Managerial Personnel" means

- I. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- II. Chief Financial Officer;
- III. Company Secretary; and
- IV. Such other officer as may be prescribed.

"Senior Management" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

**APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
2. A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.



**TERM/TENURE****Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years or three years as case may be. No re-appointment shall be made earlier than one year before the expiry of term.

**Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

**RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, MP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:**

1. Remuneration to Managing Director / Whole-time Directors:
  - a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
  - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ whole-time Directors.
2. Remuneration to Non- Executive / Independent Directors:
  - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
  - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
  - c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
  - d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
    - i. The Services are rendered by such Director in his capacity as the professional; and
    - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:
- A. The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - B. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
  - C. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

**AMENDMENTS TO THE CODE:**

From time to time, the Board may amend certain provisions of the Code depending on the legal and other requirements or for a bona fide purpose.

This code is subject to review from time to time.

**ANNEXURE - D**

**Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- (I). **The Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year :**

| S. No. | Name of Director   | Ratio to median Remuneration |
|--------|--|------------------------------|
|        | Not applicable as non of the director receiving any remuneration | Nil                          |

- (II) **The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2015-16 is as follows:** (Amount in Rs.)

| S. No. | Name of Person   | Designation          | Ratio to median Remuneration |
|--------|--|----------------------|------------------------------|
| 1      | Ramesh Shah  | Managing Director    | Nil                          |
| 2      | Romil Shah   | Director             | Nil                          |
| 3      | Shaila Jain  | Independent Director | Nil                          |
| 4      | Ramesh Chimanlal Shah<br>(resigned w.e.f. 13.08.2015)      | Independent Director | Nil                          |
| 5.     | Subhash Chandra Swarnakar<br>(appointed w.e.f. 15.11.2015) | Independent Director | Nil                          |
| 6.     | Jitendra sahu  | CFO                  | Nil                          |
| 7.     | Neha Shukla & Shikha Khilwani                              | Company Secretary    | 5.5%                         |

Note :

- None of the Director receiving any remuneration hence no comments required.
- There was no increment in the remuneration of Mr. Jitendra Sahu, Chief Financial Officer.
- CS Neha Shukla resigned from the post of Company Secretary and compliance officer of Company w.e.f 13th February, 2016 & CS Shikha Khilwani was appointed as Company Secretary and compliance officer w.e.f. 13th February, 2016, name of both the Company Secretary during the financial year 2015-16 is reported.

- (III). **The Percentage increase in the median remuneration of all employees in the financial year : 0.06%**

- (IV) **The Number of permanent employees on the rolls of the Company :** Total Number of employees: 41 (Forty one)

- (V) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is 13% and further there was an increase of 5.5%( Salary of Company Secretary) of Managerial personnel Remuneration except this there were no changes in the remuneration of Managerial remuneration

- (VI) **The key parameters for any variable component of remuneration availed by the directors :** Not applicable

- (VII) **Affirmation :** The Board affirms remuneration is as per remuneration policy of the Company.

- (VIII) **Statement showing name of top ten employees in terms of remuneration drawn (as per sub rule 3 of Rule 5 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time:-** (Amount in Rs.)

| Particulars  | Ketan Shah              | Akshay Atri         | Ajit Pratap Singh        | Neha Shukla / Shikha Khilwani | Jitendra Sahu                  |
|--|-------------------------|---------------------|--------------------------|-------------------------------|--------------------------------|
| Designation of the employee  | Chief Operating Officer | Marketing Manager   | Quality Control Incharge | Company Secretary             | Chief Financial Officer        |
| Remuneration received  | 540000                  | 324000              | 275000                   | 226448                        | 180000                         |
| Nature Of Employment, Whether Contractual Or Otherwise               | Otherwise               | Otherwise           | Otherwise                | Otherwise                     | Otherwise                      |
| Qualifications and experience of the employee                        | B.Sc. and 30 years      | B.B.A. and 1.5 Year | B.Sc., and 6 6 years     | B.Com., CS 2 Years            | B.Com M.B.A.(Finance) 6 Years  |
| Date Of Commencement Of Employment                                   | 05.02.1986              | 05.04.2015          | 10.02.2010               | 30.05.2014                    | 30.05.2014                     |
| The age of such employee   | 55 years                | 25 Years            | 32 Years                 | 27 Years                      | 30 years                       |
| The last employment held by such employee before joining the company | -                       | -                   | -                        | -                             | Team Xtreme as Finance Manager |

| Particulars   | Ketan Shah   | Akshay Atri | Ajit Pratap Singh | Neha Shukla / Shikha Khilwani | Jitendra Sahu |
|---|--|-------------|-------------------|-------------------------------|---------------|
| The percentage of equity shares held by the employee in the company with in the meaning of clause (iii) of sub rule (2) of Rule 5 | 2.09%<br>(340800 shares)   | Nil         | Nil               | Nil                           | Nil           |
| Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager     | Yes ,<br>Mr. Ketan Shah belongs to promoter group and relative of Ramesh Shah and Romil Shah | No          | No                | No                            | No            |

- Ms.Neha Shukla resigned from post of Company Secretary w.e.f. 13.02.2016.

| Particulars   | Satish Gaur         | Joseph Chacko                | Amit Dubey              | Meet Shah  | Rohan Shah  |
|---|---------------------|------------------------------|-------------------------|--|---|
| Designation of the employee   | Production Incharge | Administration Head          | Sales Incharge          | Asst. Marketing Manager  | Asst. Marketing Manager   |
| Remuneration received   | 108000              | 204000                       | 115200                  | 115200   | 115200  |
| Nature Of Employment, Whether Contractual Or Otherwise  | Otherwise           | Otherwise                    | Otherwise               | Otherwise  | Otherwise   |
| Qualifications and experience of the employee   | B.Sc. and 3 years   | B.A. and 30 Year             | B.Com, MBA and 10 years | B.Com, MBA 2 Years   | B.B.A. and 2.5 Years  |
| Date Of Commencement Of Employment  | 05.01.2013          | 02.02.2013                   | 03.02.2005              | 09.04.2014   | 01.02.2014  |
| The age of such employee  | 28 Years            | 55 years                     | 32 Years                | 24 Years   | 26 Years  |
| The last employment held by such employee before joining the company  | -                   | Man Industries India Limited | -                       | -  | -   |
| The percentage of equity shares held by the employee in the company with in the meaning of clause (iii) of sub rule (2) of Rule 5 | Nil                 | Nil                          | Nil                     | 0.53%<br>(87200 shares)  | 0.40%<br>(65500 shares)   |
| Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager     | Yes ,               | No                           | No                      | No<br>Mr. Meet Shah belongs to promoter group and relative of Ramesh Shah and Romil Shah | No<br>Mr. Rohan Shah belongs to promoter group and relative of Ramesh Shah and Romil Shah |

**ANNEXURE - E****SECRETARIAL AUDIT REPORT****Form No. MR-3**

For the financial year ended on 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,**  
**The Members,**  
**BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**  
CIN: L24233MP1985PLC002709  
**Registered Office :**  
11/12, Sector E, Sanwer Road, Indore (M.P.) - 452015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Biofil Chemicals and Pharmaceuticals Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Biofil Chemicals and Pharmaceuticals Limited for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under. (not applicable to the company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from 15 May 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (not applicable to the company during the audit period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the audit period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the company during the audit period);
- (vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company on test check basis. The laws, regulations, directions, orders applicable specifically to the Company are as follows:
  1. Drugs and Cosmetics Act, 1940
  2. The Pharmacy Act, 1948
  3. Drugs (Pricing Control) Order, 2013

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on Meeting of Board of Directors and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India applicable w.e.f July 1, 2015.
- (ii) The erstwhile Listing Agreements entered into by the Company with stock exchanges and The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 notified with effect from 1st December 2015.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws), Accounting Standards, since the same have been subject to review and audit by the Statutory Auditors of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

- a) Company has not paid listing fee to The National Stock Exchange of India Limited.**
- b) Company had reissued 5712500 forfeited equity shares in year 2011 but still trading approval pending from stock exchanges.**

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** the company has passed special resolution to call balance amount of Rs. 3/- for reissue of 5712500 forfeited equity shares issued on 31.03.2011. Further, during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- iv) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (v) Foreign technical collaborations.

**For L.N. Joshi & Company**

Company Secretaries

L.N. Joshi

Proprietor

FCS: 5201; C P No 4216

Place : Indore

Dated : 10th August, 2016

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

## ANNEXURE TO SECRETARIAL AUDIT REPORT

To,  
The Members,  
**BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**  
CIN: L24233MP1985PLC002709

**Registered Office :**  
11/12, Sector E, Sanwer Road, Indore (M.P.) -452015

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Indore  
Dated : 10th August, 2016

**For L.N. Joshi & Company**  
Company Secretaries  
L.N. Joshi  
Proprietor  
FCS: 5201; C P No 4216

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**INDUSTRY STRUCTURE AND DEVELOPMENT**

The Indian economy expanded 7.9 percent year-on-year in the first three months of 2016, higher than a downwardly revised 7.2 percent growth in the previous quarter and much better than market expectations of a 7.5 percent increase. It is the best performance in six quarters, boosted by private spending while investment and exports declined. Considering full 2015/2016 year (April to March), the GDP in India advanced 7.6 percent, higher than 7.2 percent in the previous year. The Indian pharmaceuticals market increased at a CAGR of 17.46 per cent in 2015 from US\$ 6 billion in 2005 and is expected to expand at a CAGR of 15.92 per cent to US\$ 55 billion by 2020.

The Indian pharma industry, which is expected to grow over 15 per cent per annum between 2015 and 2020, will outperform the global pharma industry, which is set to grow at an annual rate of 5 per cent between the same period. The market is expected to grow to US\$ 55 billion by 2020, thereby emerging as the sixth largest pharmaceutical market globally by absolute size. India has also maintained its lead over China in pharmaceutical exports with a year-on-year growth of 7.55 per cent to US\$ 12.54 billion in 2015, according to data from the Ministry of Commerce and Industry.

**OPPORTUNITIES**

As was the case with some of the preceding Budgets, the Union Budget 2016 has not announced any specific measures for the pharmaceuticals sector. While the government has taken some positive steps to improve innovation, affordability of medicines, skill development, etc. Presently, pharmaceutical industry is at a critical juncture. The tools to develop remarkable new medicines are materializing, demand for its products is increasing and the barriers to free trade are falling. Most of the products that will be launched are already in the pipeline; the processes being used to develop them are similar to those used for the past 10 years; the prevailing management culture remains that of the late 20th century; and a demanding commercial environment looks set to continue.

**INDUSTRY OUTLOOK**

The outlook for the pharmaceuticals industry remains positive. The pharma industry growth will be driven mainly by population growth, ageing population and increased healthcare spending in pharmerging countries. Though in the world of pharmaceutical market, India is ranked 3rd in volume terms, it has a negligible 1.4% share by value terms. Branded generics constitute 70% of Indian domestic pharmaceutical market. Indian pharmaceutical market is considered to be highly fragmented and consolidation has become an important feature of this industry. Indian companies are focusing on global generic and API business, R&D activities and contract research and manufacturing alliances. India is also fast emerging as a preferred pharmaceuticals manufacturing location. Increasing use of pharmaceutical generics in developed markets to reduce healthcare cost will provide attractive growth opportunities to generics manufacturers and thus Indian pharmaceutical industry is poised for an accelerated growth in the coming years. However, poor public healthcare funding and infrastructure, low per capita consumption of medicines in developing and under developed countries including India, currency fluctuations, regulatory issues, government mandated price controls, inflation and resultant all round increase in input costs are few causes of concern.

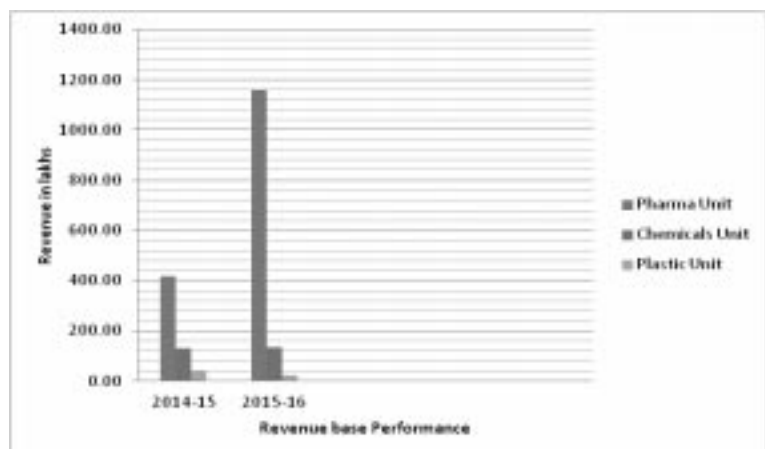
**THREATS, RISKS AND CONCERN**

The health ministry has revised the National List of Essential Medicines (NLEM) to include 376 drugs in the new NLEM list 2015. While a total of 106 medicines have been added, 70 medicines have been deleted to finalize the new list. It is likely that the government may bring more drugs and formulations under price control or change the mechanism of calculating the ceiling price of the Drugs which are under the ambit of the revised policy, which in turn will affect the net margins of the Company.

Further, like all other Industries, Pharma Industry also faces major economic and operational challenges, there are still some economic issues related to this sector which has not been addressed yet by the government such as export incentives, cluster development, incentives for API Industry and streamlining regulation. Another major threat for Pharma Industry can be seen as increase in taxation rates for Pharma Industry in upcoming GST Taxation System as it is expected that tariff rates for Pharma industry be increased. Major operational issues for Pharma industries are non availability of major raw material or availability of raw material at increased prices, increased legal risk

**SEGMENT WISE PERFORMANCE**

Your Company is multi segment Company as it deals in Pharmaceuticals, Chemicals and Plastic. During the year under review the performances in terms of revenue of the segments were as follows:





**Intra Segment Comparison****Pharma Unit**

In the financial year 2014-15 revenue generated from Pharma Unit 418.3 lacs and in the year 2015-16 the same unit generated revenue of Rs. 1160.00 Lacs due to the bulk supply orders received from Jyoti Associated and Jyoti Healthcare Private Limited an Cyano Pharma Private Limited and Bengal Chemicals and Pharmaceuticals limited for providing job work.

**Chemicals Unit**

In the financial year 2014-15 revenue generated from Pharma Unit Rs. 130.45 lacs and in the year 2015-16 the same unit generated revenue of Rs 134.524 Lacs

**Plastic Unit**

Plastic division is newly set up division of the Company in the financial year 2014-15 the revenue earned from the segment was Rs. 37.40 Lacs and in the year 2015-16 earned revenue was 22.624 Lacs

**INTERNAL CONTROL SYSTEM**

The Company has a reasonable system of internal control comprising authority levels and powers, supervision, checks and balances, policies and procedures so as to ensure orderly and efficient conduct of business, safeguard the assets of the business, prevent and detect fraud, ensure the completeness and accuracy of accounting records, to ensure the timely preparation of financial information. Further, the system is reviewed and updated on an on-going basis on recommendations as and when made by the Statutory Auditors, Internal Auditors and Independent Audit Committee of the Board of Directors.

**HUMAN RESOURCES**

The Total employee strength of the Company at the end of Financial Year 2015-16 was 41. However at the end of financial year 2014-15, there were 37 employees

At Biofil we believe that "company grows when its people grow" and hence we continuously strives to emphasize creation of a conducive work environment and development of a robust and consistent approach towards talent management & leadership development.

**FINANCIAL AND OPERATIONAL PERFORMANCE**

During the financial year your company has achieved the turnover of Rs. 1369.84 Lacs in comparison to previous year's turnover of Rs. 632.34 Lacs and net profit of the company is Rs. 78.26 lacs in comparison to previous net profit of Rs. 58.72 lacs.

**DISCLOSURE OF ACCOUNTING TREATMENT:**

Financial statements of the Company are prepared in accordance with the generally accepted accounting principles in India including the Accounting Standards notified under the relevant provisions of Companies Act 2013.

The financial statements are prepared on accrual basis under historical cost convention, except for certain financial instruments which are measured at fair value

**CAVEAT:**

Some of the Statements in Management discussion and Analysis describing companies objective may be "forward looking statement" within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.

### REPORT ON CORPORATE GOVERNANCE

The Directors present the Report on compliance with the Corporate Governance provisions as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulation") for the year ended March 31, 2016 is given below:

#### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care.

#### I. BOARD OF DIRECTORS

- (i) The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). As on March 31, 2016 the Company had four directors. The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013.
- (ii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- (iii) The Board of your Company comprises of Four Directors as on 31st March, 2016. The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

#### A. Composition and categories of Board

| Name  | Category                                | No. of Directorship including Biofil Chemicals & Pharmaceuticals Limited |        | No. of Committee Chairmanship / Membership including Biofil Chemicals & Pharmaceuticals Limited |        |
|---|---|--|--------|---|--------|
|   |   | Chairman   | Member | Chairman  | Member |
| Shri Ramesh Shah<br>(Din No.00028819)                   | Promoter<br>Managing Director           | -  | 1      | -   | -      |
| Shri. Romil Shah<br>(Din No. 00326110)                  | Promoter & Non<br>Executive Director    | -  | 1      | -   | 2      |
| Shri. Shaila Jain<br>(Din No. 00326130)                 | Independent / Non<br>Executive Director | -  | 1      | 2   | 2      |
| Shri. Ramesh C Shah<br>(Din No. 00188784)*              | Independent / Non<br>Executive Director | -  | 1      | -   | 2      |
| Shri Subhash Chandra<br>Swarnkar<br>(Din No. 01658151)* | Independent/Non<br>Executive Director   | -  | 1      | -   | 2      |

- Shri Subhash Chandra Swarnakar appointed as independent director on Board w.e.f. 13th August 2015 and Shri Ramesh Chimanlal Shah resigned from the Board w.e.f. 15th November, 2015.
- Directorship excludes Private Limited Companies, foreign Companies and Companies Registered under section 8 of the Companies Act 2013.
- Committee considered as Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee membership(s) and Chairmanship(s) are counted separately.

#### B. Attendance of Directors at the Board Meetings held during 2015-2016 and the last Annual General Meeting held on 24th September, 2015.

During the year four Board Meetings were held in the Financial Year 2015-16. The Board met at least once in every

calendar quarter and gap between two meetings did not exceed 120 days. The date on which the Board Meetings were held are:

May 30th 2015, August 13th 2015, November 09th 2015 & February 13th 2016.

| Name of Directors                                    | Category / Designation               | Meeting held during the tenure of the Director | No. of Board Meetings Attended | Attendance at the last AGM held on 24/09/2015 |
|--|--------------------------------------|--|--------------------------------|---|
| Shri Ramesh Shah<br>(Din No.00028819)                | Promoter & Managing Director         | 4  | 4                              | Yes   |
| Shri. Romil Shah<br>(Din No. 00326110)               | Promoter & Non Executive Director    | 4  | 4                              | Yes   |
| Shri. Shaila Jain<br>(Din No. 00326130)              | Independent / Non Executive Director | 4  | 4                              | Yes   |
| Shri. Ramesh C Shah<br>(Din No. 00188784)*           | Independent / Non Executive Director | 3  | 3                              | Yes   |
| Shri Subhash Chandra Swarnkar<br>(Din No. 01658151)* | Independent / Non Executive Director | 3  | 3                              | Yes   |

- Shri Subhash Chandra Swarnakar appointed as independent director on Board w.e.f. 13th August 2015 and Shri Ramesh Chimanlal Shah resigned from the Board w.e.f. 15th November, 2015.

### C. Board procedure

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s).

The Board also, inter alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non compliances, review of major legal issues, minutes of the Committees of the Board, approval of quarterly/half-yearly/annual results, transactions pertaining to purchase/disposal of property(ies), major accounting provisions and write-offs, material default in financial obligations, if any and information on recruitment of Senior Officers just below the Board level etc.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

Apart from Board members and the Company Secretary, the Board and Committee Meetings are generally also attended by the Chief Financial Officer and wherever required the Heads of various corporate functions.

### III. RELATIONSHIP BETWEEN DIRECTORS

Mr. Romil Shah is Brother's Son of Mr. Ramesh S Shah.

### IV. EQUITY SHAREHOLDING OF THE NON-EXECUTIVE AND INDEPENDENT DIRECTORS IN THE COMPANY AS ON 31ST MARCH, 2016:

| Sr. No. | Name of the Director          | DIN No.  | No. of Shares |
|---------|-------------------------------|----------|---------------|
| 01      | Mr. Romil Shah                | 00326110 | 382550        |
| 02      | Shri. Shaila Jain             | 00326130 | Nil           |
| 03      | Shri Subhash Chandra Swarnkar | 01658151 | Nil           |

### V. THE DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS:

#### Brief Terms of reference

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarisation programmes for its Directors including visit to Company's office, industry outlook at the Board Meetings, regulatory updates at Board and Audit Committee Meetings, Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions, etc. Pursuant to Regulation 46 the details required are available on the website of your Company at the **weblink: <http://www.biofilgroup.net/Appointment%20letter%20Independent%20Director/Familiarisation%20Programmes%20for%20Independent%20Directors.pdf>**

### VI. INDEPENDENT DIRECTORS MEETING

Pursuant to the Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, meeting of the Independent Directors of the Company was held on 17th March, 2016 to consider the following business as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013:-

- (a) Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and;
- (c) Assess the quality, quantity and timelines of flow of information between the company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Attendance of Independent Directors in independent Directors meeting

| Directors  | Meetings held during the Year | Meetings Attended |
|--|-------------------------------|-------------------|
| Shri. Shaila Jain<br>(Din No. 00326130)              | 1                             | 1                 |
| Shri Subhash Chandra Swarnkar<br>(Din No. 01658151)* | 1                             | 1                 |

- Shri Subhash Chandra Swarnakar appointed as independent director on Board w.e.f. 13th August 2015 .

## VII. AUDIT COMMITTEE

The Company has an independent Audit Committee. The Composition, Procedure, Role/Function of the committee comply with the requirements of the Companies Act, 2013 as well as those of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The brief terms of reference of the Audit Committee includes the following:-

- (1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (7) Approval or any subsequent modification of transactions of the company with related parties;
- (8) Scrutiny of inter-corporate loans and investments;
- (9) Valuation of undertakings or assets of the company, wherever it is necessary;
- (10) Evaluation of internal financial controls and risk management systems;
- (11) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (12) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (13) Discussion with internal auditors of any significant findings and follow up there on;
- (14) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (15) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (16) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (17) To review the functioning of the whistle blower mechanism;
- (18) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (19) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### The Audit Committee mandatorily reviews the following information:

- (1) Management Discussion and Analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses; and

- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

**Composition and Attendance of Members at the Meetings of the Audit Committee held during 2015-2016**

During the year the committee met on four occasions during the year on following dates namely:-

May 30th 2015, August 13th 2015, November 09th 2015 & February 13th 2016.

| Members  | Category                           | Meetings held during the year | Meetings Attended |
|--|------------------------------------|-------------------------------|-------------------|
| Shri. Romil Shah<br>(Din No. 00326110)               | Non Executive Director             | 4                             | 4                 |
| Shri. Shaila Jain<br>(Din No. 00326130)              | Independent/Non Executive Director | 4                             | 4                 |
| Shri. Ramesh C Shah<br>(Din No. 00188784)*           | Independent/Non Executive Director | 3                             | 3                 |
| Shri Subhash Chandra Swarnkar<br>(Din No. 01658151)* | Independent/Non Executive Director | 2                             | 2                 |

- Shri Subhash Chandra Swarnkar appointed as independent director on Board w.e.f. 13th August 2015 and Shri Ramesh Chimanlal Shah resigned from the Board w.e.f. 15th November, 2015.

The Chairperson of the Audit Committee Smt. Shaila Jain was present at 30th Annual General Meeting held on 24th September, 2015 to address the shareholder's queries pertaining to Annual Accounts of the Company.

**VIII. NOMINATION AND REMUNERATION COMMITTEE**
**1. Brief Terms of reference:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**2. Composition and Attendance of Members at the Meetings of the Nomination and remuneration Committee held during 2015-2016**

During the year the committee met on two occasions viz., 13th August , 2015 and 13th February, 2016

| Members  | Category                           | Meetings held during the year | Meetings Attended |
|--|------------------------------------|-------------------------------|-------------------|
| Shri. Romil Shah<br>(Din No. 00326110)               | Non Executive Director             | 2                             | 2                 |
| Shri. Shaila Jain<br>(Din No. 00326130)              | Independent/Non Executive Director | 2                             | 2                 |
| Shri. Ramesh C Shah<br>(Din No. 00188784)*           | Independent/Non Executive Director | 1                             | 1                 |
| Shri Subhash Chandra Swarnkar<br>(Din No. 01658151)* | Independent/Non Executive Director | 1                             | 1                 |

- Shri Subhash Chandra Swarnkar appointed as independent director on Board w.e.f. 13th August 2015 and Shri Ramesh Chimanlal Shah resigned from the Board w.e.f. 15th November, 2015.

**3. Board evaluation :**

The performance evaluation criterion for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement. The detail of Board evaluation is referred in Board Report.

**4. Nomination and Remuneration Policy:**

In accordance with Section 178 of the Act, the Committee has framed a Nomination and Remuneration Policy and the same set out as Annexure C to the Board Report.

The details relating to the remuneration of Directors is as under:

**5. Remuneration Paid to Directors during 2015-16**

- None of the director drawing any remuneration from the company.
- No sitting Fees was paid to any Director of the Company during the financial year
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.

As per section 178(7) of the Act and Secretarial Standards, the Chairperson of the committee or, in her absence, any other Member of the Committee authorised by her in this behalf shall attend the General Meetings of the Company. The Chairperson of the Committee, Smt. Shaila Jain was present at the 30th Annual General Meeting of the Company held on 24th September, 2015

**IX. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The company has constituted Stakeholders Relationship Committee of the Board of Directors to look into the transfer of Equity Shares/transmission of Equity Shares, complaints received from the shareholders of the Company and other allied connected matters.

**1. Composition and Attendance of Members at the Meetings of the Stakeholders Relationship Committee held during 2015-2016.**

During the year the committee met on four occasions on following dates namely:-  
May 30th 2015, August 13th 2015, November 09th 2015 & February 13th 2016.

| Members  | Category                           | Meetings held during the year | Meetings Attended |
|--|------------------------------------|-------------------------------|-------------------|
| Shri. Romil Shah<br>(Din No. 00326110)               | Non Executive Director             | 4                             | 4                 |
| Shri. Shaila Jain<br>(Din No. 00326130)              | Independent/Non Executive Director | 4                             | 4                 |
| Shri. Ramesh C Shah<br>(Din No. 00188784)*           | Independent/Non Executive Director | 3                             | 3                 |
| Shri Subhash Chandra Swarnkar<br>(Din No. 01658151)* | Independent/Non Executive Director | 2                             | 2                 |

- Shri Subhash Chandra Swarnkar appointed as independent director on Board w.e.f. 13th August 2015 and Shri Ramesh Chimanlal Shah resigned from the Board w.e.f. 15th November, 2015.

**2. Name, designation and address of Compliance Officer:-**

**Ms. Shikha Khilwani**, Company secretary and Compliance officer  
11/12, Sector "E" Sanwer Road, Indore-452015 (M.P.)  
Email: bcplcompliance@gmail.com  
Telephone and Fax: 0731-2426700.

3. During the year under review (3) Three complaints were received from shareholders and all were disposed off, there were no complaints pending unresolved as at the end of the year.

As per section 178(7) of the Act and Secretarial Standards, the Chairperson of the Committee or, in her absence, any other Member of the Committee authorised by her in this behalf shall attend the General Meetings of the Company. The Chairperson of the Committee, Smt. Shaila Jain was present at the 30th Annual General Meeting of the Company held on 24th September, 2015

**X. RISK MANAGEMENT**

The Company is not required to constitute risk management committee. However the company has a well defined risk management framework in place. The risk management framework at various levels across the Company.

**XI. CORPORATE SOCIAL RESPONSIBILITY**

The Provisions of Corporate Social Responsibility does not apply to the Company as section 135 of the Companies Act, 2013 is not attracted.

**XII. GENERAL BODY MEETINGS**
**(i) Location and time of last Three AGM's held:**

| Financial Year.                     | Date  | Time       | Venue      |
|-------------------------------------|---|------------|------------|
| 30th Annual General Meeting 2014-15 | At Regd. Offi. OF Co. at 11/12, Sector "E", Sanwer Road, Indore M.P. 452015   | 24/09/2015 | 02.00 P.M. |
| 29th Annual General Meeting 2013-14 | At Regd. Offi. OF Co. at : 11/12, Sector "E", Sanwer Road, Indore M.P. 452015 | 23/09/2014 | 02:00 P.M. |
| 28th Annual General Meeting 2012-13 | At Regd. Offi. OF Co. at : 11/12, Sector "E", Sanwer Road, Indore M.P. 452015 | 28/09/2013 | 02:00 P.M. |

**(ii) Special resolutions were passed in last three Annual General Meetings**

Following special resolutions were passed in last three Annual General Meetings:-

- Adoption of New set of Article of Association in Annual General Meeting held on 24.09.2015.
- Call remaining Rs. 3/- on reissued 5712500 forfeited equity shares (Reissued on 31.03.2011) in Annual General Meeting held on 24.09.2015.
- Approval for related party transactions in Annual General Meeting held on 24.09.2015
- Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013 in annual general meeting held on 23/09/2014.
- Authority to obtain loan/borrowings under Section 180(1)(c) and (2) of the Companies Act, 2013 in annual general meeting held on 23/09/2014.
- Re-appointment of Shri Ramesh Shah, as Managing Director of the Company for the period of 5 years with effect from 1st October, 2013 to 30th September, 2018 in the annual general meeting held on 28.09.2013

**(iii) Special Resolution(s) passed through Postal Ballot:**

No resolutions were passed by postal ballot in last three years.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

**XIII. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:**

In compliance with the SEBI Regulations on prevention of Insider trading, the Company has adopted a Code of Conduct for its Directors and designated employees. The code lays down guidelines which include procedures to be followed and disclosures to be made while dealing with the shares of the Company.

**XIV. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis is a part of the Annual report and annexed separately.

**XV. DISCLOSURE REGARDING RE-APPOINTMENT OF DIRECTORS:**

Brief resume(s) of the Directors proposed to be appointed / re-appointed are given in the Notice convening the Annual General Meeting in separate annexure.

**XVI. MEANS OF COMMUNICATIONS:**

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website.

The unaudited quarterly results are announced within forty five days of the close of each quarter, other than the last quarter. The audited annual results are announced within sixty days from the end of the financial year as required under the Listing Regulations. The aforesaid financial results are announced to the Stock Exchanges within the statutory time period from the conclusion of the Board Meeting(s) at which these were considered and approved.

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information. All information is filed electronically on BSE's online portal - BSE Corporate Compliance & Listing Centre (Listing Centre) .

The Quarterly results of the company are published in widely circulated newspapers such as The Free Press (English) & Choutha Sansar (Hindi). The results are also displayed on the company's website: <http://www.biofilgroup.net>. These are not sent individually to the shareholders.

The presentation, if any made to the investor/analyst are placed to the company's website : No such case accrued during the period

**XVII. GENERAL SHAREHOLDER INFORMATION**

|   |  |
|---|--|
| <b>AGM : Date, Time and Venue</b>   | Wednesday 28th September 2016 at 2.00 P.M.<br>Venue of the meeting: 11/12, Sector "E", Sanwer Road, Indore M.P. 452015<br>Last date for receipt of proxy forms: 26th September, 2016 |
| <b>Financial Year</b>   | The financial year covers the period from 1st April, to 31st March   |
| <b>Financial year reporting for 2016-17:--</b><br>1st Quarter ending 30th June, 2016<br>2nd Quarter ending 30th September, 2016<br>3rd Quarter ending 31st December 2016<br>4th Quarter ending 31st March, 2017 | Second fortnight of August, 2016<br>Second fortnight of November, 2016<br>Second fortnight of February , 2017<br>Before 30th May, 2017   |
| <b>Dividend Payment Date</b>  | No Dividend recommended by Board of Directors of the Company.  |
| <b>Date of Annual Book Closure</b><br>(Both days inclusive)   | Saturday 24th September 2016 to Wednesday 28th September 2016<br>[Both days inclusive]   |
| <b>Registered Office</b>  | 11/12, Sector "E", Sanwer Road, Indore M.P. 452015   |
| <b>Listing on Stock Exchanges</b>   | The Bombay Stock Exchange Limited<br>25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001  |

|   |   |
|---|---|
|   | <b>The National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai  |
| <b>Listing Fees</b>   | Annual Listing Fees for the year 2016-17 have been paid to Bombay Stock Exchange.   |
| <b>BSE Security Code -<br/>NSE Security Code<br/>ISIN Code-<br/>CIN-</b>  | Bombay Stock Exchange Limited (524396)<br>National Stock Exchange of India Limited (BIOFILCHEM)<br><b>INE829A01014</b><br><b>L24233MP1985PLC002709</b>  |
| <b>Market Price Data: High/Low/Close During each month in the last Financial Year.</b>                            | As per attached Table-1   |
| <b>Relative Performance of Share Price V/S. BSE Sensex</b>  | As per attached Table-2   |
| <b>Suspension of Securities</b>   | The listing of Shares has been Suspended on National Stock Exchange and pending for revocation.   |
| <b>Registrar and Transfer Agents</b><br>(For Physical & Demat Shares)   | <b>Ankit Consultancy Pvt. Ltd.</b><br>SEBI REG. No. INR 000000767<br>60, Electronic Complex, Pardeshipura, Indore- 452010 (M.P.)<br>Tel.:0731-2551745, 2551746 • Fax:0731-4065798<br>Email: ankit_4321@yahoo.com<br>Web Address:- www.ankitonline.com   |
| <b>Share Transfer System</b>  | All the transfer received are processed by the Registrar and transfer Agent   |
| <b>Distribution of shareholding as on 31.03.2016</b>  | As per attached Table-3   |
| <b>Dematerialization of Shares &amp; liquidity</b>  | 1,25,91,390 Shares are Dematerialized (as on 31.03.2016 i.e. 77.37% of total Shares viz.; 1,62,73,800 equity shares<br>(77.37% shares were held in dematerialized form, out of which 21.20% constitute 34,50,000 reissued forfeited shares but corporate action is pending due to listing confirmation for the same therefore same has not been credited in demate account) |
| <b>Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity</b> | The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.   |
| <b>Commodity Price Risk or Foreign Exchange Risk and Hedging activities</b>                                       | NA  |
| <b>Address for correspondence</b>   | Shareholders correspondence should be addressed to:<br><b>BIOFIL CHEMICALS &amp; PHARMACEUTICALS LIMITED</b><br>11/12, Sector E, Sanwer Road, Industrial Area, Indore- 452015 (M.P.)<br>Ph.: 0731-2723016/17, +91-8889912313<br>Email id: bcplcompliance@gmail.com.<br>Website: www.biofilgroup.net   |
| <b>Shareholding Pattern as on 31.03.2016</b>  | As per attached Table-4   |
| <b>Plant Locations</b>  | The Company's plant are located at :-<br>1) Plot No. 8 Sector 4 Kheda Industrial Estate Pithampur Dist. Dhar<br>2) 11/12, Sector E, Sanwer Road, Industrial Area, Indore- 452015 (M.P.)   |

**XVIII. DISCLOSURES:**
**(i) Materially Significant Related Party Transactions:**

There are no materially related party transactions of the Company which have potentially conflict with the interest of the Company at large . The details of related party transactions are reported in Notes to the financial statement. Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link: <http://www.biofilgroup.net/Policies/Policy%20for%20Related%20party%20transaction.pdf>

- (ii) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and comply with the Accounting Standards specified under section 133 of the Act.
- (iii) During the last three years, there were no strictures and penalties imposed on the Company by Stock Exchange



or SEBI, or any statutory authority, on any matter related to capital markets.

(iv) **Vigil Mechanism Policy**

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. In order to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practice, acts or activities, the Company has adopted a Vigil Mechanism policy. The reportable matter may be disclosed to the Audit Committee. Employees may also report to the Chairperson of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

(v) **Mandatory and Non-mandatory requirements:**

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, PART E of Regulation 27(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, there is no audit qualification in your company's standalone financial statement. Your company continues to adopt best practices to ensure regime of unqualified financial statements.

As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.

The Internal auditor periodically reports to the Audit Committee.

(vii) **Your Company has complied with all the applicable requirements of Regulations 17 to 27 and clause (b) to (i) of sub-regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.**

Disclosure with respect to demat suspense account/unclaimed suspense Account

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

**Code of Conduct**

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website - [www.biofilgroup.net](http://www.biofilgroup.net). A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

**MD & CFO Certification**

The Managing Director and the Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Certificate on Corporate Governance**

The Company secretary in practice have certified that the Company has complied with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed to this Report.

**Others information:**

- Process from public issue, right issue, preferential issue, : Not applicable during the period
- The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the SEBI (LODR) Regulations, 2015. The said policy is available on the website of the company at: <http://www.biofilgroup.net>.
- The company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the SEBI (LODR) Regulations, 2015. The documents preservation policy is available on the website of the company at: <http://www.biofilgroup.net>

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

Compliance with the Code of Business Conduct and Ethics

I, Ramesh Shah, Managing Director of Biofil Chemicals & Pharmaceuticals Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2016.

By Order of the Board of Directors  
**For Biofil Chemicals & Pharmaceuticals Ltd.**  
(Ramesh Shah)  
Managing Director  
DIN: 00028819

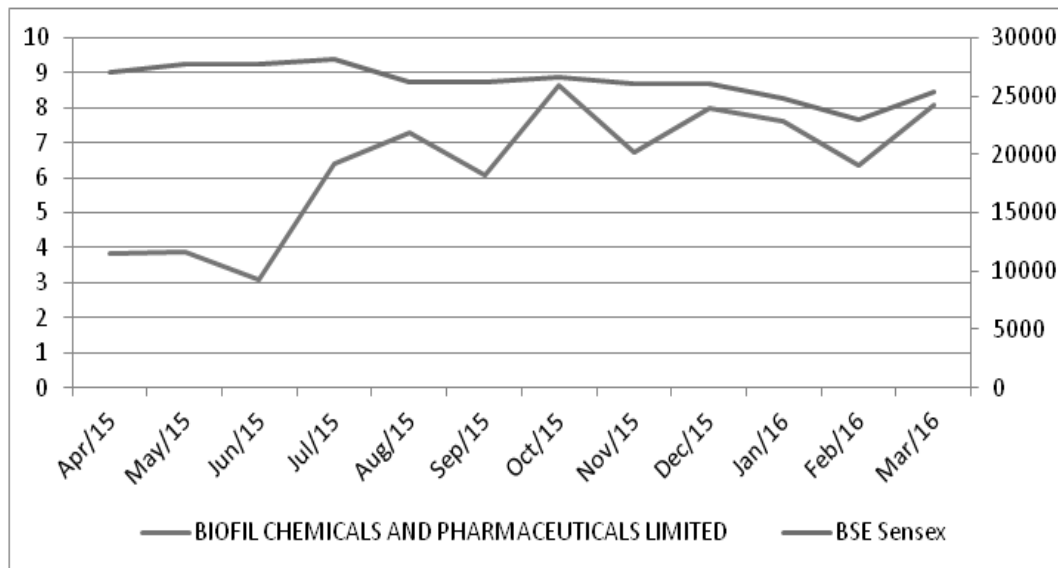
Place : Indore  
Date : 10/08/2016

• **Table 1- Market Price Data: Bombay Stock Exchange Limited  
April, 2015 to March, 2016 at BSE**

| MONTH           | (In Rs. Per Share) |           |
|-----------------|--------------------|-----------|
|                 | High Price         | Low Price |
| April, 2015     | 4.04               | 2.46      |
| May, 2015       | 4.09               | 3.65      |
| June, 2015      | 3.90               | 3.07      |
| July, 2015      | 6.39               | 3.66      |
| August, 2015    | 9.08               | 5.86      |
| September, 2015 | 7.47               | 5.10      |
| October, 2015   | 9.11               | 5.80      |
| November, 2015  | 8.6                | 6.14      |
| December, 2015  | 9.10               | 6.41      |
| January, 2016   | 12                 | 7.5       |
| February, 2016  | 8.75               | 6.32      |
| March, 2016     | 9.08               | 6.04      |

\* Monthly High-Low price of Company's shares at National Stock Exchange is not available due to suspension of trading in share.

• **Table 2 - Relative Performance of Share Price V/S. BSE Sensex :**



• **Table 3- Distribution of shareholding according to size class as on 31 March 2016**

| Category (Shares) | Share holders | % of Total Share holders | Shares          | % of Total Shares |
|-------------------|---------------|--------------------------|-----------------|-------------------|
| Upto-100          | 1646          | 31.63                    | 148425          | 0.91              |
| 101-200           | 755           | 14.51                    | 147800          | 0.91              |
| 201-300           | 603           | 11.59                    | 178399          | 1.10              |
| 301-400           | 188           | 3.61                     | 74118           | 0.46              |
| 401-500           | 690           | 13.26                    | 344119          | 2.11              |
| 501-1000          | 675           | 12.97                    | 604429          | 3.71              |
| 1001-2000         | 268           | 5.15                     | 431979          | 2.65              |
| 2001-3000         | 116           | 2.23                     | 302656          | 1.86              |
| 3001-4000         | 49            | 0.94                     | 177643          | 1.09              |
| 4001-5000         | 68            | 1.31                     | 325014          | 2.00              |
| 5001-10000        | 68            | 1.31                     | 494117          | 3.04              |
| 10000 ABOVE       | 78            | 1.50                     | 13045101        | 80.16             |
| <b>Total</b>      | <b>5204</b>   | <b>100.00</b>            | <b>16273800</b> | <b>100.00</b>     |

**Table 4- : SHAREHOLDING PATTERN AS AT 31ST MARCH 2016**

|            | Category  | No. of Shareholders | No. of Share    | % of holding  |
|------------|---|---------------------|-----------------|---------------|
| <b>A.</b>  | <b>Promoters Holding</b>  |                     |                 |               |
|            | (a) Individuals   | 13                  | 3304560         | 20.31%        |
|            | (b) Bodies Corporate  | 03                  | 4314200         | 26.51%        |
|            | <b>Sub Total (A)</b>  | <b>16</b>           | <b>7618760</b>  | <b>46.82%</b> |
| <b>B.</b>  | <b>Public shareholding</b>  |                     |                 |               |
|            | <b>1). Institutions</b>   |                     |                 |               |
|            | (a) Mutual Funds/UTI  | 2                   | 74000           | 0.46%         |
|            | (b) Financial Institutions/Banks  | 6                   | 33300           | 0.20%         |
|            | (c) Foreign Portfolio Investor  | -                   | -               | -             |
|            | (d) Insurance Companies   | -                   | -               | -             |
|            | (e) Foreign Financial Institution   | -                   | -               | -             |
|            | (f) Foreign Mutual Fund   | -                   | -               | -             |
|            | <b>Sub Total (B) (1)</b>  | <b>8</b>            | <b>107300</b>   | <b>0.66%</b>  |
|            | <b>2). Non-institutions</b>   |                     |                 |               |
|            | (a) Bodies Corporate  | 136                 | 3930074         | 24.15%        |
|            | (b) Individuals   |                     |                 |               |
|            | I. Individual Shareholders holding nominal share capital up to 2 lac                    | 4854                | 3199674         | 19.66%        |
|            | II. Individual Shareholders holding nominal share capital in excess of 2 lac            | 17                  | 1192416         | 7.33%         |
|            | (c) Trusts  | -                   | -               | -             |
|            | (d) Foreign National  | -                   | -               | -             |
|            | (e) Hindu Undivided Family  | -                   | -               | -             |
|            | (f) Foreign Companies   | -                   | -               | -             |
|            | (g) NRI & OCB   | 166                 | 224363          | 1.38%         |
|            | (h) Clearing Member   | 6                   | 1213            | 0.01%         |
|            | <b>Sub-Total (B) (2)</b>  | <b>5179</b>         | <b>8547740</b>  | <b>52.52%</b> |
| <b>(B)</b> | <b>Total Public Shareholding</b>  | <b>5187</b>         | <b>8655040</b>  | <b>53.18%</b> |
| <b>(C)</b> | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> | <b>0</b>            | <b>0</b>        | <b>0</b>      |
|            | <b>Grand Total (A)+(B)+(C)</b>  | <b>5203</b>         | <b>16273800</b> | <b>100%</b>   |

**Note: The Total Number of Shares included 5712500 (Demate 3450000 shares and Physical 2262500 shares) reissued of forfeited shares on 31/03/2011 but pending for corporate action and trading confirmation from stock exchange.**

**MD / CFO COMPLIANCE CERTIFICATE**

**To**  
**The Board of Directors**  
**BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

We hereby certify to the Board of Directors of **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** that :-

- A. We have reviewed financial statements and the cash flow statement for the year ended 31.03.2016 and that to the best of our knowledge and belief:
- (1) these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these financial statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31.03.2016 which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Biofil Chemicals & Pharmaceuticals Ltd.**

Place : Indore  
Date : 30/05/2016

**Ramesh S. Shah**  
**Managing Director**  
(DIN: 00028819)

**Jitendra Kumar Sahu**  
Chief Financial Officer

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To  
The Members of  
**BIOFIL CHEMICALS & PHARMACEUTICALS LTD.**

We have examined the compliance of conditions of Corporate Governance by **M/s Biofil Chemicals and Pharmaceuticals Limited** ('the Company'), for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges and as per regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For S.N.Gadiya & Co.**  
Chartered Accountants  
Registration No. (002052C)

Place : Indore  
Date : 10th August, 2016

**(S.N.Gadiya)**  
Proprietor  
M.No. 071229

## INDEPENDENT AUDITOR'S REPORT

TO  
THE MEMBER OF  
M/S. BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of Biofil Chemicals and Pharmaceuticals Limited ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case Balance Sheet, of the state of affairs of the Company as at 31 March 2016
- (b) in the case of statement of profit and loss, of the profit for the year ended on that date, and
- (c) in the case of cash flows statement, of the cash flow for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e. on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f. with to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There were no amount required to be transferred, to the Investor Education and Protection Fund by the Company

**For S.N.Gadiya & Co.**  
Chartered Accountants  
Registration No. (002052C)

Place : Indore  
Date : 30.05.2016

**(S.N.Gadiya)**  
Proprietor  
M.No. 071229

**ANNEXURES TO THE AUDITOR'S REPORT - I****(Referred to of our report of even date)**

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (2) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. No material discrepancies were noticed on physical verification of inventory as compared to book records.
- (3) The Company has not granted unsecured loans to Companies, firms or parties covered in the register maintained under section 189 of the Act.
- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made, if any.
- (5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (6) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (7) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted in the books of account in respect of undisputed statutory dues like income tax, tax deduct at source and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (8) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (10) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration during the year however requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act has been taken by the company.
- (12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

**For S.N.Gadiya & Co.**  
Chartered Accountants  
Registration No. (002052C)

Place : Indore  
Date : 30.05.2016

**(S.N.Gadiya)** Proprietor  
M.No. 071229



**ANNEXURES TO THE AUDITOR'S REPORT - II****Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **M/s Biofil Chemicals and Pharmaceuticals Limited**. ('the Company') as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S.N.Gadiya & Co.**  
Chartered Accountants  
Registration No. (002052C)

Place : Indore  
Date : 30.05.2016

**(S.N.Gadiya)** Proprietor  
M.No. 071229

**BIOFIL CHEMICALS & PHARMACEUTICALS LTD.**
**BALANCE SHEET AS ON 31st MARCH, 2016**

(Amount in Rs.)

| PARTICULARS                         | NOTE | 31/03/2016         | 31/03/2015         |
|-------------------------------------|------|--------------------|--------------------|
| <b>I. EQUITY AND LIABILITIES</b>    |      |                    |                    |
| <b>Shareholders Fund :</b>          |      |                    |                    |
| Share Capital                       | 01   | 162,738,000        | 162,738,000        |
| Reserves & Surplus                  | 02   | (53,670,404)       | (78,590,326)       |
| <b>Non current liabilities</b>      |      |                    |                    |
| Long Term Borrowing                 |      | -                  | -                  |
| Deferred Tax Liabilities (Net)      |      | -                  | -                  |
| Other Long Term Liabilities         |      | -                  | -                  |
| Long Term Provisions                |      | -                  | -                  |
| <b>Current Liabilities</b>          |      |                    |                    |
| Short Term Borrowing                | 03   | 13,699,750         | 29,800,596         |
| Trade Payable                       | 04   | 115,918,453        | 21,109,003         |
| Other current liabilities           |      | -                  | -                  |
| Short Term Provisions               | 05   | 2,633,609          | 2,505,553          |
| <b>TOTAL</b>                        |      | <b>241,319,409</b> | <b>137,562,825</b> |
| <b>II. ASSETS</b>                   |      |                    |                    |
| <b>Non-Current Assets</b>           |      |                    |                    |
| <b>Fixed Assets:-</b>               |      |                    |                    |
| Tangible Assets                     | 06   | 89,755,340         | 90,576,538         |
| Intangible Assets                   |      | -                  | -                  |
| Capital Work in Progress            |      | -                  | -                  |
| Intangible Assets Under Development |      | -                  | -                  |
| Non current Investments             |      | -                  | -                  |
| Long Term Loans and Advances        |      | -                  | -                  |
| Other Non current Assets            |      | -                  | -                  |
| <b>Current Assets</b>               |      |                    |                    |
| Current Investments                 |      | -                  | -                  |
| Inventories                         | 07   | 960,220            | 1,664,534          |
| Trade Receivable                    | 08   | 139,846,275        | 36,512,233         |
| Cash and Cash Equivalents           | 09   | 1,808,146          | 1,276,152          |
| Short term loans and advances       | 10   | 5,209,803          | 5,279,724          |
| Other current assets                | 11   | 3,739,625          | 22,53,644          |
| <b>TOTAL</b>                        |      | <b>241,319,409</b> | <b>137,562,825</b> |

**NOTES OF ACCOUNTS FORMING PART  
OF THE FINANCIAL STATEMENT**

21

For &amp; on behalf of board

**Ramesh Shah**  
Chairman Cum  
Managing Director  
DIN : 00028819

**Romil Shah**  
Director  
DIN : 00326110

**Shikha Khilwani**  
Company Secretary  
Meb. No.: A43203

**Jitendra Kumar Sahu**  
Chief Financial Officer

 As per our Report of even date  
For **S.N.Gadiya & Co.**  
Chartered Accountants  
Registration No. (002052C)

**(S.N.Gadiya)**  
Proprietor  
M.No. 071229

 Place : Indore  
Date : 30.05.2016

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016**

(Amount in Rs.)

| PARTICULARS   | NOTE | 31/03/16           | 31/03/15          |
|---|------|--------------------|-------------------|
| <b>INCOME</b>   |      |                    |                   |
| Revenue from operation  | 12   | 131,715,115        | 58,615,361        |
| Other Income  | 13   | 5,269,599          | 4,618,810         |
| <b>TOTALREVENUE</b>   |      | <b>136,984,714</b> | <b>63,234,171</b> |
| <b>EXPENSES</b>   |      |                    |                   |
| Cost of materials Consumed  | 14   | 12,134,447         | 10,985,663        |
| Purchase of Stock in Trade  | 15   | 93,252,867         | 27,627,401        |
| Changes in Inventories of Finished Goods<br>work in progress and stock in trade | 16   | 58,055             | 194,799           |
| Employee Benefits Expenses  | 17   | 4,822,687          | 4,970,500         |
| Finance Costs   | 18   | 1,519,235          | 2,094,566         |
| Depreciation and Amortization expenses  | 19   | 2,648,615          | 2,506,645         |
| Other Expenses  | 20   |                    |                   |
| - Manufacturing Expenses  |      | 8,332,328          | 5,060,546         |
| - Administrative Expenses   |      | 3,399,692          | 2,142,642         |
| - Selling and Distribution Expenses   |      | 1,009,650          | 296,921           |
| <b>TOTAL EXPENSES</b>   |      | <b>127,177,576</b> | <b>55,879,683</b> |
| <b>PROFIT BEFORE TAX FROM CONTINUING OPERATIONS</b>                             |      | <b>9,807,138</b>   | <b>7,354,488</b>  |
| <b>Tax Expenses</b>   |      |                    |                   |
| - Current Tax   |      | 1,868,750          | 1,401,398         |
| - Deferred Tax  |      | -                  | -                 |
| - Tax for earlier Year  |      | 112,103            | 81,377            |
| <b>PROFIT AFTER TAX FROM CONTINUING OPERATIONS</b>                              |      | <b>7,826,285</b>   | <b>5,871,714</b>  |
| Earning per share (of face value of Rs 10/- each)                               |      |                    |                   |
| Basic   |      | <b>0.48</b>        | <b>0.36</b>       |
| Diluted   |      | <b>0.48</b>        | <b>0.36</b>       |

For &amp; on behalf of board

**Ramesh Shah**  
 Chairman Cum  
 Managing Director  
 DIN : 00028819

**Romil Shah**  
 Director  
 DIN : 00326110

**Shikha Khilwani**  
 Company Secretary  
 Mob. No.: A43203  
**Jitendra Kumar Sahu**  
 Chief Financial Officer

 As per our Report of even date  
**For S.N.Gadiya & Co.**  
 Chartered Accountants  
 Registration No. (002052C)

**(S.N.Gadiya)**  
 Proprietor  
 M.No. 071229

 Place : Indore  
 Date : 30.05.2016

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March, 2016**

(Rs. in Lacs)

**2015-2016**      **2014-2015**
**(A) CASH FLOW FROM OPERATING ACTIVITIES**
**Net Profit before tax and extraordinary items**
**9807138**      **7354489**

1 . Depreciation

2692476      2659859

2 . Foreign Exchange/Depreciation in investments

-      -

3 . Transfer from Revaluation reserve

(43861)      (153214)

4 . Investments Extraordinary items

-      -

(Net investment Loss)

-      -

5 Interest Paid

1506023      2081017

6 Interest/ Divident Received

-      -

7. Preliminary &amp; Preoperative Exp. Wrttier Off

-      -

8. Loss of sales of Assets

-      -

**Operating Profit before working capital changes**
**13961776**      **11942151**
Adjustments for :

1. Trade and other receivable

(104750102)      5679795

2. Inventory

704314      1071136

3. Trade payables Net of Lease Terminal Adju. A/c

94470155      (15199466)

**Cash Generated from operation**
**4386143**      **3493616**

1. Interest paid

(1506023)      (2081017)

2. Direct Taxes paid

(1513501)      (1321066)

Cash flow before extraordinary items

1366619      91533

Extraordinary items

-      -

**1366619**      **91533**
**(B) CASH FLOW FROM INVESTING ACTIVITIES**

Purchase of fixed assets

1871278      1703796

Work in progress

-      -

Sales of Fixed Assets

-      -

Purchase of investments &amp; investment

-      -

in Share application money

-      -

Sale of investments &amp; refund of

-      -

Interest received

-      -

Divident Received

-      -

**Net Cash used in investing activities**
**1871278**      **1703796**
**(C) CASH FLOW FROM FINANCING ACTIVITIES**

Proceeds from issue of share capital

17137500      -

Proceeds from long and short term borrowing

(16100846)      1095439

Net Cash used in financiing activities

1036654      1095439

**Net Increase in Cash and Cash equivalents**
**531995**      **(516824)**
**Cash and cash equivalents as at (Opening Balance)**
**1276152**      **1792976**
**Cash and cash equivalents as at (Closing Balance)**
**1808146**      **1276152**

For and on behalf of the Board

Place : Indore

**Shikha Khilwani**
**Jitendra Kumar Sahu**
**Ramesh S. Shah**
**Romil Shah**

Date : 30.05.2016

Company Secretary

Chief Financial Officer

(CMD)

(Director)

**AUDITOR'S CERTIFICATE**
**The Board of Directors,**
**Biofil Chemicals & Pharmaceuticals Ltd.**

 We have verified the attached Cash Flow statement of **Biofil Chemicals & Pharmaceuticals Ltd.**, for the year ended 31st March 2016 from the books and records maintained by the Company in the ordinary course of the business and have, subject to comparative figures for the previous year ended 31st March 2015, found in accordance herewith.

**For S. N. Gadiya & Co.**
**Chartered Accountants**
**(Registration No. 002052C)**

Sd/-

**(S. N. Gadiya)**
**Proprietor**

Place : Indore

Date : 30/05/2016

**BIOFIL CHEMICALS & PHARMACEUTICALS LTD.**
**NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016**

| PARTICULARS  | AS ON<br>31/03/16  | AS ON<br>31/03/15  |
|--|--------------------|--------------------|
| <b>NOTES 01 SHARE CAPITALS</b>   |                    |                    |
| <b>Authorised Shares</b>   |                    |                    |
| 2,00,00,000 Equity Shares of Rs. 10/- each   | 200,000,000        | 200,000,000        |
| <b>Issued, Subscribed and Fully Paid Shares</b>  |                    |                    |
| 16273800 (as at 31st March 2015 , 16273800)<br>Equity Shares of Rs. 10/- each fully paid             | 162,738,000        | 162,738,000        |
| (During the financial year 2010-11 the company had Reissue<br>of 57,12,500 Forfieted equity Shares ) |                    |                    |
|  | <b>162,738,000</b> | <b>162,738,000</b> |

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.**

| PARTICULARS                             | Op. Balance        | Issued Shares<br>Closing Balance |
|---|--------------------|----------------------------------|
| <b>Equity Shares with voting rights</b> |                    |                                  |
| <b>Year ended 31st March 2016</b>       |                    |                                  |
| Number of Shares                        | 16,273,800         | 16,273,800                       |
| (Amount in Rs.)                         | 162,738,000        | 162,738,000                      |
| <b>Year ended 31st March 2015</b>       |                    |                                  |
| Number of Shares                        | 16,273,800         | 16,273,800                       |
| (Amount in Rs.)                         | 162,738,000        | 162,738,000                      |
|   | <b>162,738,000</b> | <b>162,738,000</b>               |

**b. Details of Shareholders holding more than 5% shares in the company**

|                                    | 31-03-2016      |                 | 31-03-2015      |                 |
|------------------------------------|-----------------|-----------------|-----------------|-----------------|
|                                    | No. of<br>Share | % OF<br>HOLDING | No. of<br>Share | % OF<br>HOLDING |
| Scope Finance Company Pvt Ltd.     | 2,262,500       | 13.90           | 2,262,500       | 13.90           |
| Smitesh Sanalal Shah               | 1,082,740       | 6.65            | 1,082,740       | 6.65            |
| Mid India Pharmaceuticals Pvt Ltd. | 1,175,250       | 7.22            | 1,175,250       | 7.22            |
| Cyano Finance and Sales Pvt Ltd.   | 876,450         | 5.39            | 876,450         | 5.39            |
| Starline Equifin Private Ltd.      | 1,850,800       | 11.37           | 1,850,800       | 11.37           |
| Libra Healthcare Pvt Ltd.          | 850,000         | 5.22            | 850,000         | 5.22            |

**NOTE 02 RESERVES & SURPLUS**

|                                | AS ON<br>31/03/16 | AS ON<br>31/03/15 |
|--------------------------------|-------------------|-------------------|
| <b>Reserve No. 1</b>           |                   |                   |
| <b>General Reserver :</b>      |                   |                   |
| As per Last Balance Sheet      | 197,500,000       | 197,500,000       |
| <b>Reserve No. 2</b>           |                   |                   |
| <b>Share Premium Reserve</b>   |                   |                   |
| As per Last Balance Sheet      | 66,048,750        | 66,048,750        |
| <b>Reserve No. 3</b>           |                   |                   |
| <b>Share Premium Account :</b> |                   |                   |
| As per Last Balance sheet      | 17,282,300        | 17,282,300        |

| PARTICULARS  | AS ON<br>31/03/16    | AS ON<br>31/03/15    |
|--|----------------------|----------------------|
| <b>Reserve No. 4</b>   |                      |                      |
| <b>Forfeited Share Reserve</b>   |                      |                      |
| As per Last Balance sheet  | 17,282,300           | 144,800              |
| (During the financial year 2010-11 the company had Reissued 57,12500 Forfeited equity Shares @ Rs 7.00. Further Rs 3.00 called in 2015-16 and transferd to reserve ) |                      |                      |
| <b>Reserve No. 5</b>   |                      |                      |
| <b>Reserve created of Capital Subsidy</b>  |                      |                      |
| As per last Balance Sheet  | 500,000              | 500,000              |
| <b>Reserve No. 6</b>   |                      |                      |
| <b>Reserve created of valuation on assets</b>  |                      |                      |
| As per Last Balance sheet  | 37,708,345           | 37,861,559           |
| Less : Depreciation  | 43,861               | 153,214              |
|  | <b>37,664,484</b>    | <b>37,708,345</b>    |
| <b>Reserve No. 7</b>   |                      |                      |
| <b>Statement of Profit and Loss</b>  |                      |                      |
| Balance As per Last Balance sheet  | (397,774,522)        | (403,446,204)        |
| Add :- Profit for the year   | 7,826,284            | 5,871,714            |
| Add (Less) : Additional Deprecation pursuant to enactment of schedule II of the companies Act, 2013  | -                    | (200,031)            |
|  | <b>(389,948,238)</b> | <b>(397,774,522)</b> |
|  | <b>(53,670,404)</b>  | <b>(78,590,326)</b>  |
| <b>NOTES 03 SHORT TERM BORROWING</b>   |                      |                      |
| <b>Unsecured - Considered Good</b>   |                      |                      |
| Intercorporate Deposit   | 13,699,750           | 29,800,596           |
| Other Loans  | -                    | -                    |
| Trade Deposits   | -                    | -                    |
|  | <b>13,699,750</b>    | <b>29,800,596</b>    |
| <b>NOTES 04 TRADE PAYABLE</b>  |                      |                      |
| <b>Trade Payable</b>   | 115,918,453          | 21,109,003           |
|  | <b>115,918,453</b>   | <b>21,109,003</b>    |
| <b>NOTES 05 SHORT TERM PROVISION</b>   |                      |                      |
| Provison for Income tax  | 1,868,750            | 1,401,398            |
| Bonus Payable  | 95,000               | 90,000               |
| Electricity Payable  | 155,418              | 257,783              |
| ESIC Payable   | 6,388                | 19,696               |
| P.F. Payable   | 46,265               | 74,792               |
| Professional Tax payable   | 1,040                | 5,000                |
| Salary & Wages   | 233,030              | 373,692              |
| Telephone Payable  | 5,220                | 4,953                |
| Audit Fees Payable   | 15,000               | 15,000               |
| T.D.S. Payable   | 55,265               | 24,161               |
| Entry Tax payable  | 769                  | 20,109               |
| CST Payable  | 9,700                | 16,049               |
| Vat Payable  | 89,829               | 153,274              |
| Service Tax Payable  | 51,935               | 49,646               |
|  | <b>2,633,609</b>     | <b>2,505,553</b>     |

**NOTE 06 FIXED ASSETS**



[54]

| Particulars                | GROSS BLOCK              |                               |                        |                       |                       | DEPRECIATION / AMORTIZATION / IMPAIRMENT |                   |                 |                |                      |          |                               | NET BLOCK        |                          |                          |
|----------------------------|--------------------------|-------------------------------|------------------------|-----------------------|-----------------------|--|-------------------|-----------------|----------------|----------------------|----------|-------------------------------|------------------|--------------------------|--------------------------|
|                            | Balance as on 01.04.2015 | Acquisition / (Disinvestment) | "Addition / Adjustment | Disposal / Adjustment | Balance as 31.03.2015 | Up to 01.04.2015                         | Retained Earning  | Impairment Loss | For the Year   | Dep. for Revaluation | Disposal | Acquisition / (Disinvestment) | up to 31.03.2016 | Balance as on 31.03.2016 | Balance as on 31.03.2015 |
| Land                       | 44959050                 | -                             | -                      | -                     | 44959050              | -  | -                 | -               | -              | -                    | -        | -                             | -                | 44959050                 | 44959050                 |
| Site development           | 2084347                  | -                             | 515322                 | -                     | 2599669               | -  | -                 | -               | -              | -                    | -        | -                             | -                | 2599669                  | 2084347                  |
| Building                   | 33945187                 | -                             | 268803                 | -                     | 34213990              | 9830728                                  | -                 | -               | 1012486        | 43861                | -        | -                             | 10887075         | 23326915                 | 24114459                 |
| Plant and Machineries      | 22132436                 | -                             | 1087153                | -                     | 23219589              | 5326570                                  | -                 | -               | 1082191        | -                    | -        | -                             | 6408761          | 16810828                 | 16805866                 |
| Electric Installation      | 2089373                  | -                             | -                      | -                     | 2089373               | 769715                                   | -                 | -               | 223070         | -                    | -        | -                             | 992785           | 1096588                  | 1319658                  |
| Furnitures and Fixtures    | 192229                   | -                             | -                      | -                     | 192229                | 113400                                   | -                 | -               | 13843          | -                    | -        | -                             | 127243           | 64986                    | 78829                    |
| Vehicles                   | 347758                   | -                             | -                      | -                     | 347758                | 330370                                   | -                 | -               | 0              | -                    | -        | -                             | 330370           | 17388                    | 17388                    |
| Office Equipments          | 413960                   | -                             | -                      | -                     | 413960                | 277117                                   | -                 | -               | 96270          | -                    | -        | -                             | 373387           | 40573                    | 136843                   |
| Cycle                      | 10152                    | -                             | -                      | -                     | 10152                 | 7262                                     | -                 | -               | 677            | -                    | -        | -                             | 7939             | 2213                     | 2890                     |
| Other Assets               | 2351637                  | -                             | 0                      | -                     | 2351637               | 1294429                                  | -                 | -               | 220078         | -                    | -        | -                             | 1514507          | 837130                   | 1057208                  |
| <b>TOTAL</b>               | <b>108526129</b>         | <b>-</b>                      | <b>1871278</b>         | <b>-</b>              | <b>110397407</b>      | <b>17949591</b>                          | <b>-</b>          | <b>-</b>        | <b>2648615</b> | <b>43861</b>         | <b>-</b> | <b>-</b>                      | <b>20642067</b>  | <b>89755340</b>          | <b>90576538</b>          |
| <b>Previous Year Total</b> | <b>30562619</b>          | <b>-</b>                      | <b>1703796</b>         | <b>-</b>              | <b>108526129</b>      | <b>15089701</b>                          | <b>200,031.00</b> | <b>-</b>        | <b>2506645</b> | <b>153214</b>        | <b>-</b> | <b>-</b>                      | <b>17949591</b>  | <b>90576538</b>          | <b>91732634</b>          |

| <b>PARTICULARS</b>   | <b>AS ON<br/>31/03/16</b> | <b>AS ON<br/>31/03/15</b> |
|--|---------------------------|---------------------------|
| <b><u>NOTE 07 INVENTORIES</u></b>  |                           |                           |
| Raw Material   | 295,200                   | 954,777                   |
| Stores and Spares packing mat.   | 178,250                   | 164,932                   |
| Finished Goods   | 349,770                   | 521,175                   |
| Work in process  | 137,000                   | 23,650                    |
|  | <b>960,220</b>            | <b>1,664,534</b>          |
| <b><u>NOTES 08 TRADE RECEIVABLE</u></b>  |                           |                           |
| Outstanding for a period exceeding six months from the date they are due for payment | 5,606,194                 | 8,784,609                 |
| Others   | 134,240,082               | 27,727,624                |
|  | <b>139,846,275</b>        | <b>36,512,233</b>         |
| <b><u>NOTES 9 CASH AND CASH EQUIVALENTS</u></b>                                      |                           |                           |
| Cash in hand   | 677,186                   | 512,703                   |
| Balance With Bank<br>- in Current Account  | 1,130,960                 | 763,448                   |
|  | <b>1,808,146</b>          | <b>1,276,152</b>          |
| <b><u>NOTES 10 SHORT TERM LOANS AND ADVANCES</u></b>                                 |                           |                           |
| (Unsecured , Considered Good)<br>Loans and advance against material                  | 5,209,803                 | 5,279,724                 |
|  | <b>5,209,803</b>          | <b>5,279,724</b>          |
| <b><u>NOTES 11 OTHER CURRENT ASSETS</u></b>  |                           |                           |
| Telephone Department   | 35,278                    | 35,278                    |
| Security Deposit with M.P.S.E.   | 11,089                    | 11,089                    |
| Central Excise Deptt.  | 15,000                    | 15,000                    |
| M.P. Electricity Board   | 163,195                   | 135,011                   |
| Earnest Money  | 31,000                    | 31,000                    |
| E.S.I.C Deptt.   | 2,000                     | 2,000                     |
| Deposit with Hindustan Petroleum   | 4,000                     | 4,000                     |
| F.D. With Commercial Tax   | 48,541                    | 48,541                    |
| Deposit with MPPMO   | 63,000                    | 63,000                    |
| Other Deposit  | 60,344                    | 60,344                    |
| Vat and commercial Tax Deposit   | 179,882                   | 194,229                   |
| Service Tax Deposit  | -                         | 264,907                   |
| T.D.S Deposit  | 52,420                    | 52,420                    |
| TCS  | 538                       | 491                       |
| T.D.S. (14-15)   | -                         | 386,270                   |
| T.D.S. (15-16)   | 823,274                   | -                         |
| Deposit with HLI Lifecare Ltd.,  | 948,138                   | 948,138                   |
| Income Tax Advances  | 300,000                   | -                         |
| Excise Deposit   | 1,926                     | 1,926                     |
| Tedner Deposit   | 1,000,000                 | -                         |
|  | <b>3,739,625</b>          | <b>2,253,644</b>          |



| PARTICULARS   | AS ON<br>31/03/16  | AS ON<br>31/03/15 |
|---|--------------------|-------------------|
| <b>NOTES 12 REVENUE FROM OPERATION</b>  |                    |                   |
| <b>Sales of product</b>   |                    |                   |
| Finished Goods  | 15,064,520         | 16,314,516        |
| Traded Goods  | 93,500,349         | 29,330,120        |
| Conversion Charges /Job Works   | 23,150,246         | 12,970,725        |
|   | <b>131,715,115</b> | <b>58,615,361</b> |
| <b>NOTES 13 OTHER INCOME</b>  |                    |                   |
| Lease Rent  | 420,000            | 420,000           |
| Rebate & Discount   | 24,265             | 50,000            |
| Interest Received   | 218,240            | 29,687            |
| Rent Received   | -                  | 90,000            |
| Commission and Handling Charges received  | 4,607,094          | 4,029,123         |
|   | <b>5,269,599</b>   | <b>4,618,810</b>  |
| <b>NOTES 14 COST OF RAW MATERIAL CONSUMED</b>   |                    |                   |
| <b>Inventories at the beginning of the year</b>   |                    |                   |
| a) Raw Material   | 954,777            | 1,807,302         |
| b) Packing Material   | 164,932            | 188,744           |
|   | <b>1,119,709</b>   | <b>1,996,046</b>  |
| <b>Add : Purchases :</b>  |                    |                   |
| a) Raw Material/Finished Goods  | 11,259,582         | 9,826,327         |
| b) Packing Material   | 228,606            | 282,999           |
|   | <b>11,488,188</b>  | <b>10,109,326</b> |
| <b>Less : Inventories at the end of the year</b>  |                    |                   |
| a) Raw Material   | 295,200            | 954,777           |
| b) Packing Material   | 178,250            | 164,932           |
|   | <b>473,450</b>     | <b>1,119,709</b>  |
|   | <b>12,134,447</b>  | <b>10,985,663</b> |
| <b>NOTES 15 PURCHASE OF STOCK IN TRADE</b>  |                    |                   |
| Traded Goods  | 93,252,867         | 27,627,401        |
|   | <b>93,252,867</b>  | <b>27,627,401</b> |
| <b>NOTES 16 CHANGED IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE</b> |                    |                   |
| <b>Inventories at the end of the year</b>   |                    |                   |
| Finished goods  | 349,770            | 521,175           |
| Work in process   | 137,000            | 23,650            |
|   | <b>486,770</b>     | <b>544,825</b>    |
| <b>Inventories at the beginning of the year</b>   |                    |                   |
| Finished goods  | 521,175            | 622,624           |
| Work in process   | 23,650             | 117,000           |
|   | <b>544,825</b>     | <b>739,624</b>    |
| <b>Increase in Stock</b>  | <b>58,055</b>      | <b>194,799</b>    |

| PARTICULARS   | AS ON<br>31/03/16 | AS ON<br>31/03/15 |
|---|-------------------|-------------------|
| <b><u>NOTES 17 EMPLOYEE BENEFITS EXPENSES</u></b>             |                   |                   |
| Salaries, Wages and bonus                                     | 4,108,319         | 4,381,137         |
| Contribution to provident and other funds                     | 365,139           | 369,370           |
| Staff Welfare Expenses  | 349,229           | 219,993           |
|   | <b>4,822,687</b>  | <b>4,970,500</b>  |
| <b><u>NOTES 18 FINANCE COSTS</u></b>                          |                   |                   |
| Bank Charges  | 13,211            | 13,548            |
| Interest to Others  | 1,506,023         | 2,081,018         |
|   | <b>1,519,235</b>  | <b>2,094,566</b>  |
| <b><u>NOTES 19 DEPRECIATION AND AMORTISATION EXPENSES</u></b> |                   |                   |
| Depreciation and Amortisation for the year on tangible assets | 2,648,615         | 2,506,645         |
|   | <b>2,648,615</b>  | <b>2,506,645</b>  |
| <b><u>NOTES 20 OTHER EXPENSES</u></b>                         |                   |                   |
| <b><u>Manufacturing Expenses</u></b>                          |                   |                   |
| Power & Fuel Charges  | 3,663,894         | 3,451,608         |
| Freight & Cartage   | 873,491           | 474,811           |
| Repairs and Maintenance                                       | 530,823           | 203,274           |
| Laboratory Expenses   | 30,000            | 3,133             |
| Labour Charges  | 3,234,121         | 924,020           |
| Die Expenses  | -                 | 3,700             |
|   | <b>8,332,328</b>  | <b>5,060,546</b>  |
| <b><u>Administrative Expenses</u></b>                         |                   |                   |
| Insurance   | 101,338           | 124,439           |
| Repairs Others  | 495,517           | 128,932           |
| Misc. Expenses  | 516,033           | 846,347           |
| Auditors Remuneration   | 15,000            | 15,000            |
| Stationary & Printing   | 107,506           | 105,646           |
| Postage & Telephone   | 172,340           | 158,809           |
| Listing Fees  | 228,625           | 182,274           |
| Legal & Professional  | 1,025,896         | 581,195           |
| Lease Rent and Maintenance Charge                             | 737,437           | -                 |
|   | <b>3,399,692</b>  | <b>2,142,642</b>  |
| <b><u>Selling and Distribution Expenses</u></b>               |                   |                   |
| Travelling & Conveyance Expenses                              | 361,390           | 202,577           |
| Advertisement   | 110,109           | 4,344             |
| Sales promotion   | 38,151            | -                 |
| Sales Commission  | 500,000           | -                 |
| Rent  | -                 | 90,000            |
|   | <b>1,009,650</b>  | <b>296,921</b>    |

**NOTES 21 : NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**A. Basis of Preparation of Financial Statements**

These Financial statements have been prepared in accordance with the generally accepted accounting principles in India including the Accounting Standards notified under the relevant provisions of Companies act' 2013.

The financial statements are prepared on accrual basis under historical cost convention, except for certain financial instruments which are measured at fair value.

**B. Use of Estimates**

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.

**C. Own Fixed Assets**

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

**D. Intangible assets**

Company does not have any Intangible asset.

**E. Depreciation AND Amortization**

Depreciation on fixed assets is provided to the extent of depreciable amount on Straight Line Method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013

**F. Impairment of Assets**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

**G. Foreign Currency Transactions**

There is no foreign currency transactions made during the year.

**H. Investments**

There is no investment made during the year.

**I. Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis. By-products are valued at net realisable value.

Items of inventories are valued lower of cost or estimated net realisable value.

Cost is determined as given below:

|                                     |   |
|-------------------------------------|---|
| Raw Materials and Packing Materials | a) At Cost net of CENVAT/VAT computed on First-in-First-out method.<br>b) API produced for captive consumption are valued at cost.  |
| Work-in-process and Finished Goods  | At cost including material cost net of CENVAT, labour cost and all overheads other than selling and distribution overheads. Excise duty is considered as cost for finished goods wherever applicable. |
| Stores and Spares                   | Stores and spare parts are valued at purchase cost computed on First-in-First-out method.   |

**J. Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Revenue from operations includes sale of goods but excludes sales tax, service tax, excise duty and Value Added Tax (VAT).

**K. Employee Benefits**

- -No Provision has been made in respect of liabilities for future payment of gratuities as on 31st March 2016 as the company follows the system of accounting such expenses as and when it arises.
- No provision has been made for liabilities in respect of un-availed leave (if any) of the employee as on 31st March 2016, as the company follows system of accounting for such expenses as and when it paid.
- Provision has been made for liabilities in respect of Contribution to Provident Fund if any of the employees as on 31st March 2016.

**L. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account, if any.

**M. Financial Derivatives and Commodity Hedging Transactions**

There is no financial derivatives and commodity hedging transaction made during the year.

**N. Earning Per Shares :**
**(Amount in Rs.)**

|   | Current Year<br>(Rs. In Lacs) | Previous Year<br>(Rs. In Lacs) |
|---|-------------------------------|--------------------------------|
| Profit after tax as per Profit and Loss A/c | 7826285                       | 5871714                        |
| Nos. of Equity Shares                       | 16273800                      | 16273800                       |
| Earning Per Shares (In Rs.)                 | 0.48                          | 0.36                           |

**O. Segment Reporting**

| Particulars                          | 2016             |                  |                  |                  | Total<br>(Amount in Rs.) |
|--------------------------------------|------------------|------------------|------------------|------------------|--------------------------|
|                                      | Pharma Unit      | Chemicals Div.   | Plastice Div.    | Unallocable      |                          |
| <b>Income</b>                        |                  |                  |                  |                  |                          |
| Income                               |                  |                  |                  |                  |                          |
| External Sales/Revenue               | 93500349         | 13452415         | 2262351          | -                | 109215115                |
| Job Work                             | 22500000         | -                | -                | -                | 22500000                 |
| <b>Total Revenue</b>                 | <b>116000349</b> | <b>13452415</b>  | <b>2262351</b>   | -                | <b>131715115</b>         |
| <b>Expenditure</b>                   |                  |                  |                  |                  |                          |
| Consumption of Material              | 93252867         | 11581244         | 553203           | -                | 105387314                |
| Expenditure                          | 9699183          | 5599116          | 3629168          | 246125           | 19173592                 |
| Depreciation                         | 964617           | 1269639          | 414359           | -                | 2648615                  |
| (Increase)/Decrease in Stock         | (7219)           | 159627           | (94353)          | -                | 58055                    |
| <b>Total Expenditure</b>             | <b>103909448</b> | <b>18609626</b>  | <b>4502377</b>   | <b>246125</b>    | <b>127267576</b>         |
| <b>Segment Result</b>                | <b>12090901</b>  | <b>(5157211)</b> | <b>(2240026)</b> | <b>(246125)</b>  | <b>4447539</b>           |
| Other Income                         | 3345099          | 2014500          | -                | -                | 5359599                  |
| Profit before tax                    | 15436000         | (3142711)        | (2240026)        | (246125)         | 9807138                  |
| Tax Expenses                         | -                | -                | -                | (1980853)        | (1980853)                |
| <b>Net Profit for the Year</b>       | <b>15436000</b>  | <b>(3142711)</b> | <b>(2240026)</b> | <b>(2226978)</b> | <b>7826285</b>           |
| <b>Segment Assets</b>                | <b>155460575</b> | <b>76122057</b>  | <b>9736777</b>   | -                | <b>241319409</b>         |
| <b>Segment Liabilities</b>           | <b>113975461</b> | <b>3898598</b>   | <b>14377753</b>  | -                | <b>132251812</b>         |
| <b>Capital Expenditure</b>           | -                | <b>1558699</b>   | <b>312579</b>    | -                | <b>1871278</b>           |
| <b>Depreciation and Amortisation</b> | <b>964617</b>    | <b>1269639</b>   | <b>414359</b>    | -                | <b>2648615</b>           |

**P. Notes of financial statements :**

1. Contingent Liabilities : NIL
2. The confirmation of balance has not been received in respect of balance outstanding of Sundry Debtors, Sundry Creditors, Deposit, Loans and Advances
3. Auditors Remuneration :

(Amount in Rs.)

| Particulars       | Current Year<br>ending 31st March 2016 | Previous Year<br>ending 31st March 2015 |
|-------------------|--|---|
| <b>Audit Fees</b> | <b>Rs. 15000.00</b>                    | <b>Rs. 15000.00</b>                     |

4. The company has huge unabsorbed losses and depreciation as at 31/03/2016 and they are eligible for set off against Income of future year under income tax act and uncertainty of having taxable income under normal provision of the income tax act, 1961. No deferred tax assets in recognized in the books. The position will be reviewed every financial year and deferred tax assets when considered realizable will be recognized in the books.

Provision for MAT Rs. 1868750/- Has been made in accordance with section 115 JB.

5. Previous year figures have been regrouped / rearranged wherever necessary to confirm to current year's presentation.
6. Figures have been rounded off nearest to the Rupees.
7. A writ petition filed in year 2012 before Hon'ble Court M.P. Bench at Indore against Madhya Pradesh Adyogik Kendra Vikas Nigam (Indore) Limited, (MPAKVN Ltd) Indore and other parties with respect to vacant land admeasuring 94462 Sq. Mts. Situated at Kheda Industrial Area, Pithampur (M.P.).
8. There are no Micro, small and Medium enterprises , as defined in the Micro , small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made

The above information regarding micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

#### 9. Related Party Disclosures

##### (i) Companies:

- |  |  |
|--|--|
| a) Antsy Trading Company Private Limited | b) Cyano Pharma Private Limited                |
| c) Formo Plast Private Limited           | d) Mid (India) Pharmaceuticals Private Limited |
| g) Scope Finance Company Private Limited | h) Sedate Mercantile Private Limited           |

##### (ii) Key Management Personnel

- a) Ramesh S Shah : Managing Director  
 b) Jitendra Sahu : Chief Financial Officer  
 c) Shikha Khilwani : Company Secretary

##### (iii) Individual

- a) Ketan Shah

##### (A) Amount outstanding pertaining to related parties at the balance sheet date:

| S. No. | Name of the Transacting related Party | Nature of Transactions | Current Year 2015-16 (Rs.) | Last Year 2014-15 (Rs.) |
|--------|---------------------------------------|------------------------|----------------------------|-------------------------|
| 1      | Cyano Pharma Pvt Ltd.                 | Sales/purchase         | 24316086 (Dr)              | 4132228/- (Cr)          |
| 2      | Formo Plast Pvt Ltd.                  | Loan                   | 5680386 (Cr)               | 5439538/- (Cr)          |
| 3      | Mid India Pharmaceuticals Pvt Ltd.    | Loan                   | 8019364 (Cr)               | 14108449/- (Cr)         |
| 4      | Scope Finance Co Pvt Ltd.             | Loan                   | -                          | 5800000/- (Cr)          |

##### (B) Transaction with Related Parties for the year ended 31-03-2016

| S. No. | Name of the Transacting related Party | Nature of Transactions | Current Year 2015-16 (Rs.) | Last Year 2014-15 (Rs.) |
|--------|---------------------------------------|------------------------|----------------------------|-------------------------|
| 1      | Ketan Shah                            | Salary                 | 540000/-                   | 480000/-                |
| 2      | Neha Shukla                           | Salary                 | 198517/-                   | 180000/-                |
| 3      | Shikha Khilwani                       | Salary                 | 27931/-                    | -                       |
| 4      | Jitendra Kumar Sahu                   | Salary                 | 180000/-                   | 155000/-                |

**PROXY FORM  
FORM MGT- 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L24233MP1985PLC002709

**BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED**

Regd. Office : 11/12, Sector 'E', Sanwer Road, Industrial Area, Indore - 15 (M.P.)

Name of the member (s) : .....

Registered address : .....

E-mail Id : ..... Mobile No. ....

Folio No/ Client Id : .....

DP ID : ..... DP Name : .....

**I/we being the member(s) of ..... shares of Biofil Chemicals and Pharmaceuticals Limited, hereby appoint:**

1. Name : .....

2. Address : .....

3. E-mail Id : .....

4. Signature : ..... or failing him

1. Name : .....

2. Address : .....

3. E-mail Id : .....

4. Signature : ..... or failing him

1. Name : .....

2. Address : .....

3. E-mail Id : .....

4. Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the company, to be held on the Wednesday, 28th September, 2016 at the Registered Office situated at 11/12, Sector 'E' Sanwer Road, Industrial Area, Indore (M.P.)-452015 at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolutions**

|    | <b>RESOLUTIONS</b>  | <b>For</b> | <b>Against</b> |
|----|---|------------|----------------|
| 1. | Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor.                     |            |                |
| 2. | Appoint a Director in place of Mr. Romil Shah, who retires by rotation and being eligible offers himself for re-appointment |            |                |
| 3. | Consider Ratification of appointment of Auditor   |            |                |

Signed this..... day of..... 2016

Signature of shareholder : ..... Signature of Proxy holder(s) .....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be member of the company

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**BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED****(CIN : L24233MP1985PLC002709)****Regd. Office : 11/12, Sector 'E', Sanwer Road, Industrial Area, Indore - 15 (M.P.)****ATTENDANCE SLIP****31<sup>st</sup> ANNUAL GENERAL MEETING****ON 28th September 2016 at 2.00 p.m**

|   |
|---|
| Folio No. / DP ID- Client ID :                        |
| Name of the Shareholder :<br>(In block letters)       |
| No. of Shares Held :                                  |
| Full name of the Proxy if any :<br>(In block letters) |
| Signature of the Shareholder/ Proxy :                 |

**NOTE :**

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.



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**E-MAIL REGISTRATION FORM**

To,  
**The Company Secretary**  
**Biofil Chemicals and Pharmaceuticals Limited**  
 11/12 Sector E, Sanwer Road,  
 Industrial Area, Indore 452015 (M.P.)

Dear Sir / Madam,

**RE : Registration of E-mail ID for receiving communications in Electronic form.  
 (Green Initiative in Corporate Governance)**

I agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through e-mail.

Folio No : .....

DP ID : .....

Client ID : .....

PAN : .....

Name of the 1st Registered Holder : .....

Name of the Joint Holders : .....

Registered Address : .....

.....

.....

Email Id : .....

Mobile no. : .....

Date : .....

Signature of the 1st Holder : .....

**Important Notes:**

- 1) On registration, all the communication will be sent to the e-mail ID registered in the folio/DP ID & Client ID.
- 2) Shareholders are requested to keep company informed as and when there is any change in the e-mail address. Unless the email Id given above is changed by you by sending another communication in writing, the company will continue to send the notices/documents to you on the above mentioned email ID.

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**BLANK**

Book - Post  
**PRINTED MATTER**

To,

if undelivered please return to :

**BIOFTL**

**CHEMICALS & PHARMACEUTICALS LTD.**

CIN : L24233MP1985PLC002709

**Regd. Off. :** 11/12, Sector - E, Sanwer Road,  
Industrial Area, Indore. 452 003 INDIA