

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

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

Tel. 0731-2723016; Email id- bcplcompliance@gmail.com;

Website- www.biofilgroup.net; Fax: 0731-2723017

Date: 02nd September, 2023

To, The Secretary (DCS/Compliance), Corporate Relationship Department, BSE Limited (DCS/Compliance) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To, The Secretary (Listing/Compliance), National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai – 400051
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SUBJECT: SUBMISSION OF INTEGRATED ANNUAL REPORT 2022-23 ALONG WITH NOTICE CONVENING THE 38TH ANNUAL GENERAL MEETING AS PER REGULATION 34 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATION 2015

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

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 38th Annual General Meeting ('AGM') of the Company is scheduled to be held on Wednesday, 27th September 2023 through Video Conference ("VC") /Other Audio Visual Means ("OAVM"), in compliance with relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') as amended from time to time. In accordance with the circulars issued by the MCA & SEBI, the dispatch of Integrated Annual Report of the Company for the financial year 2022-23 along with the Notice convening 38th AGM is being sent to those members of the Company whose email addresses are registered with the Company and/or Depository Participant(s).

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of an Integrated Annual Report of the Company for the financial year 2022-23 containing the Notice convening 38th AGM of the Company.

The Integrated Annual Report for the financial year 2022-23 along with Notice convening the 38th AGM is also uploaded on the Company's at www.biofilgroup.net and the website of Central Depository Services (India) Limited at www.evotingindia.com.

Kindly take the same on your record and acknowledge.

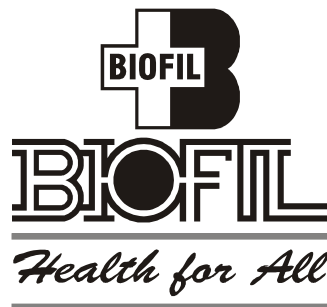
Thanking you,

Yours Faithfully,

FOR, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

SHWETA VERMA
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO. A70184

**38th
Annual Report
2022 - 2023**



**BIOFIL CHEMICALS
AND
PHARMACEUTICALS LIMITED**

38th Annual Report 2022 - 2023

CORPORATE INFORMATION

Board of Directors :

Mr. Ramesh Shah	- Chairman & Managing Director
Mr. Romil Shah	- Non Executive Director
Mr. Ketan Shah	- Whole Time Director
Mrs. Shaila Jain	- Independent Director
Mr. Ashok Kumar Ramawat	- Independent Director
Mr. Satish Beohar	- Independent Director

Chief Financial Officer :

Mr. Jitendra Kumar Sahu (Upto 30.06.2022)
Mr. Pavan Singh Rajput (w.e.f 14.11.2022)

Company Secretary & Compliance Officer :

Ms. Shikha Khilwani (Upto 23.12.2022)
Ms. Shweta Verma (w.e.f 24.12.2022)

Statutory Auditors :

M/s Maheshwari & Gupta
Chartered Accountants
312-314, Manas Bhawan Extn.,
11/2, RNT Marg, Indore - 452001 (M.P.)

Secretarial Auditors :

M/s L.N. Joshi & Co.
Company Secretaries
122, Krishna Business Centre, 11, PU 4, Next to Medanta
Hospital, Rasoma Square, Indore - 452010 (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 - 400051
- **BSE Limited**
Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai - 400001

Registered Office :

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
CIN : L24233MP1985PLC002709
11/12, Sector "E", Sanwer Road, Indore - 452015 (M.P.)
Email: bcplcompliance@gmail.com
Website: www.biofilgroup.net
Phone : 0731-2723016, 2723017

Plant Location :

- Plot No. 8, Sector-3, 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, Electronic Complex, Pardeshipura, Indore-452010 (M.P.)
• Phone: 0731-2551745, 2551746 • Fax: 0731-4065798
• Email ID: investor@ankitonline.com • Website : www.ankitonline.com

38th ANNUAL GENERAL MEETING

Day : Wednesday

Date : 27th Day of September, 2023

Time : 3:00 P.M.

**Mode : Video Conferencing (VC) or
Other Audio Visual Means (OAVM)**

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BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

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

Tel. 0731-2723016 • Email : bcplcompliance@gmail.com • Website-www.biofilgroup.net**NOTICE OF 38th ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 38th Annual General Meeting (AGM) of the Members of **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** will be held on Wednesday, 27th September, 2023 at 3.00 P.M.(IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.
2. To appoint a Director in place of Mr. Ketan Shah (DIN: 08818212) Whole Time Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:**3. RE-APPOINTMENT OF MR. KETAN SHAH (DIN: 08818212) AS WHOLE TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the members be and are hereby accorded for re-appointment of Mr. Ketan Shah (DIN: 08818212) as Whole Time Director of the Company for further period of three years with effect from 25th August, 2023 to 24th August, 2026 on the following terms, conditions, salary and perquisites:

- a) Salary: Up to Rs. 2,50,000/- per month (Rupees Two Lakh Fifty Thousand Only)
- b) Perquisites: In addition to the above salary Mr. Ketan Shah (DIN: 08818212), Whole Time Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

RESOLVED FURTHER THAT wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained."

4. APPOINTMENT OF MRS. GAYATRI PADIYAR (DIN: 10260173) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT Mrs. Gayatri Padiyar (DIN: 10260173), who was appointed as an Additional Director of the Company with effect from 14th August, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the appointment of Mrs. Gayatri Padiyar (DIN: 10260173), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14th August, 2023 to 13th August, 2028 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH CYANO PHARMA PRIVATE LIMITED:

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

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Section 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and other applicable provisions, if any, as amended from time to time and pursuant to the recommendation and omnibus approval of the Audit Committee, and in supersession of the earlier resolution passed by the members at the 37th Annual General Meeting of the Company with respect to material related party transactions with Cyano Pharma Private Limited, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Cyano Pharma Private Limited ('CPPL') a related party of Company under Regulation 2(1)(zb) of the SEBI Listing Regulations and section 2(76) of the Companies Act, 2013, on such terms and conditions as may be agreed between the Company and CPPL, for an aggregate value of up to 20 crores to be entered in for financial year 2023-24 and up to the date of 39th Annual General Meeting, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is here by authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is here by authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/authorized representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors
SHWETA VERMA
COMPANY SECRETARY
ACS-70184**

Date : 14th August, 2023

Place : Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN : L24233MP1985PLC002709

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

WEB : www.biofilgroup.net • EMAIL: bcplcompliance@gmail.com • PHONE: 0731-2723016

Notes:-

1. In view of the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5th May, 2022 followed by Circular No. 10/2022 dated 28th December, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 followed by SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 38th AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 38th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 32 of this Notice.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2023 pursuant to Section 136 of the Act and Notice calling the 38th AGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (R&STA) or Depositories or Depository Participants (DP). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.
To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.
4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 18th August, 2023 being the cut-off date for sending soft copy of the Notice of 38th AGM and Annual Report for the financial year 2022-23, may access the same from Company's website at www.biofilgroup.net, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL www.evotingindia.com.
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
Since the 38th AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.
6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at lnjoshics@gmail.com with a copy marked to the company at bcplcompliance@gmail.com
7. Pursuant to Provision 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 Thursday, 21st September, 2023 to Wednesday, 27th September, 2023 (both days inclusive) for the purpose of 38th Annual General Meeting.
8. The Statement as required under Section 102 of the Act setting out material facts concerning the businesses with respect to Item Nos. 3 to 5 forms part of this Notice is annexed hereto.
As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Businesses as appearing at Item Nos.3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
9. In terms of the Article of Association of the Company read with Section 152 of the Companies Act 2013, Mr. Ketan Shah (DIN: 08818212), Whole Time Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Although his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his re-appointment.
10. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment/ retire by rotation are provided as an annexure to the Notice forms integral part of this notice. Requisite declarations have been received from Director(s) for seeking re-appointment.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the Registrar and Share Transfer Agent.
12. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
13. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, mobile number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant (DP) only and not to the Company or Registrar and Share Transfer Agent.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.biofilgroup.net and on the website of the Company's Registrar and Share Transfer Agent i.e. <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Registrar and Share Transfer Agent, for assistance in this regard.
Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. Moreover, on or after 1st October, 2023, in case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link http://www.biofilgroup.net/Investor_Services_Request.php or contact the Company's Registrar and Transfer Agent for assistance in this regard.
16. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the Registrar and Share Transfer Agent's website at <http://ankitonline.com>. Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to the Registrar and Share Transfer Agent in case the shares are held in physical form, quoting their folio no. / DP ID.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. 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.
20. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Wednesday, 27th September, 2023. Members seeking to inspect such documents can send an email to bcplcompliance@gmail.com.
22. Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore(M.P.) 452010.
23. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. bcplcompliance@gmail.com to enable the investors to register their complaints/ send correspondence, if any.
24. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
25. The Company has appointed Mr.L.N.Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during AGM (insta poll), in a fair and transparent manner.
26. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Wednesday, 20th September, 2023, being the cut-off date.
27. A person, who is not a Member of the Company as on Wednesday, 20th September, 2023 should treat this Notice for information purposes only.
28. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Wednesday, 20th September, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM (insta poll) following the procedure mentioned in this Notice.
29. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.biofilgroup.net as soon as possible after the Meeting is concluded.
30. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
31. 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 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
- 32. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The voting period begins on Sunday, 24th September, 2023 from 9.00 A.M. and ends on Tuesday, 26th September, 2023 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, 20th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to

enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(vi) Login method for e-Voting and joining virtual meeting for **physical shareholders other than individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company i.e. **Biofil Chemicals And Pharmaceuticals Limited** on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bcplcompliance@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

33. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/I-Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bcplcompliance@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bcplcompliance@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

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

1. For physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders- Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective**

Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

35. DECLARATION OF RESULTS:

- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.biofilgroup.net and on the website of CDSL, i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday 27th September, 2023 subject to receipt of the requisite number of votes in favour of the Resolutions.

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

37. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**By Order of the Board of Directors
SHWETA VERMA
COMPANY SECRETARY
ACS-70184**

Date : 14th August, 2023

Place : Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN : L24233MP1985PLC002709

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

WEB : www.biofilgroup.net • EMAIL: bcplcompliance@gmail.com • PHONE: 0731-2723016

STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 5 of the accompanying Notice dated 14th August, 2023:

ITEM NO. 3 RE-APPOINTMENT OF MR. KETAN SHAH (DIN: 08818212) AS WHOLE TIME DIRECTOR OF THE COMPANY:

Board of Directors of the Company in their meeting held on 14th August, 2023, based upon recommendation of Nomination & Remuneration Committee approved re-appointment of Mr. Ketan Shah as Whole Time Director on the Board of the Company for further period of three years with effect from 25th August, 2023 to 24th August, 2026 in accordance with the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the approval of the shareholders at the forthcoming Annual General meeting.

Mr. Ketan Shah is belongs to promoter group of the Company and also in employment with company since 1986 as a Chief Operating Officer and having rich and diversified experience in Pharma Sector. His vast knowledge, experience and his ability to gain the confidence of stakeholders and customers about the manufacturing division has proved to be very much helpful for the company and his guidance is making company achieve success consistently. Keeping in view the contribution made by him in all round progress of the Company Board recommends the adoption of resolution proposed under Item No. 3. Accordingly, it is proposed to re-appoint him as Whole Time Director on remuneration as mentioned in Item No. 3 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The limits specified in resolution are the maximum limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the abovementioned Director lower remuneration and revise the same from time to time within the maximum limits stipulated above.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General information:			
1	Nature of industry	The Company is engaged in the business of manufacture of pharmaceutical bulk drugs.	
2	Date or expected date of commencement of commercial production	Already commenced in September 1993	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial Performance based on given indicators	Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax
	2021-22	2238.23	101.49
	2020-21	3575.04	191.89
	2019-20	2969.02	146.41
5	Foreign investments or collaborations, if any	The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:			
1	Background details	Mr. Ketan Shah aged 62 years and belongs to promoter group of the Company. After completing B.Sc, he joined Pharmaceuticals business. He is having vast experience of 37 years in the field of Pharma sector.	
2	Past remuneration:-	Rs. 2,50,000/- per month	
3	Recognition or awards	None	
4	Job profile and his suitability	Mr.Ketan Shah as Whole Time Director of the Company has been managing the overall business and operation of the Company.He completed his B. Sc in the year 1980 and has rich and diversified knowledge and experience in Pharmaceutical Industry.	
5	Remuneration proposed	Rs. 2,50,000/- per month	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into the account the size of the company, industry benchmark in general, profile, position, responsibility born by him and involvement of Mr. Ketan shah in the Company, the proposed remuneration is reasonable. The industry standard and Board level positions held in similar sized and similar positioned businesses usually offers Rs. 5,00,000/- per month to Rs 25,00,000/- per month for such profiles.	

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He belongs to promoter group of the company and son of Mr. Ramesh Shah Chairman and Managing Director of the Company. Except this there is no pecuniary relationship directly or indirectly with company or key managerial personnel.
III. Other information:		
1	Reasons of loss or inadequate profits	<ul style="list-style-type: none"> - Economic slowdown - Tough Competition, lesser buyers - Non utilisation of maximum production capacity. - Transportation cost - Strict compliance by regulatory Authorities
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.
3	Expected increase in productivity and profits in measurable terms	Expected 1-2% rise in profit from current level.

The disclosure as required under Part-II of Schedule V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report and be treated as disclosure under section 190 of the Companies Act, 2013.

Save and except Mr. Ramesh Shah Chairman and Managing Director of the Company, Mr. Ketan Shah, Whole Time Director and their relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives, in any way are concerned or interested in the proposed Special Resolution as set out in Item No. 3 of the Notice.

ITEM NO. 4 - APPOINTMENT OF MRS. GAYATRI PADIYAR (DIN: 10260173) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 14th August, 2023, appointed Mrs. Gayatri Padiyar (DIN: 10260173) as an Additional Director as well as Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from 14th August, 2023, up to 13th August, 2028, subject to the approval of the Members in ensuing Annual General Meeting. According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Mrs. Gayatri Padiyar (DIN: 10260173) shall hold office as an Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Non Executive Independent Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

Mrs. Gayatri Padiyar (DIN: 10260173) has given her declaration to the Board that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director, she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non Executive Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Non Executive Independent Director in terms of Section 164 of the Act. In the opinion of the Board, Mrs. Gayatri Padiyar (DIN: 10260173) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as a Non Executive Independent Director and she is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mrs. Gayatri Padiyar (DIN: 10260173) has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further she has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Company amounting to ten percent or more of its gross turnover.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to appointment of Mrs. Gayatri Padiyar (DIN: 10260173) as a Non-executive Independent Director setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company at bcplcompliance@gmail.com.

Further, with effect from 1st January 2022, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Mrs. Gayatri Padiyar (DIN: 10260173) fulfils the requirement of an independent director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Gayatri Padiyar (DIN: 10260173) on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Gayatri Padiyar (DIN: 10260173) as a Non Executive Independent Director in compliance with the provisions of Section 149 read with

Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations and the approval of the Members is sought for the appointment of Mrs. Gayatri Padiyar (DIN: 10260173) as Non Executive Independent Director of the Company, as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution.

The disclosure under Regulation 36 of the SEBI Listing Regulations is provided as notes to this notice separately.

Except proposed appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 4 of the Notice.

ITEM NO. 5 APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH CYANO PHARMA PRIVATE LIMITED:

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further SEBI, vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond such date and if it becomes material as per revised materiality threshold provided above, shall be placed before the shareholders in the General Meeting.

It is in the above context that Item No. 5 of Notice is placed for the approval of the Shareholders of the Company.

BACKGROUND, DETAILS AND BENEFITS OF THE TRANSACTION

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

The proposed activity of the Company with respect to give effect to said agreement, company may need to enter into transaction of sale, purchase and job work with CPPL will may exceed 10% of annual consolidated turnover of the Company as per the last audited financial statement of the Company for the year 2022-23. Thus, in terms of Regulation 23 of SEBI Listing Regulations and Company's policy on Materiality and dealing with Related Party Transactions and pursuant to all other applicable provisions of the Companies Act, 2013 and Rules made there under, these transactions would require the approval of members by way of an Ordinary Resolution.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with CPPL for an aggregate value of up to Rs. 20 crores to be entered during Financial Year 2023-24 and up to the date of next Annual General Meeting. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in Item No. 5 of the accompanying Notice to the shareholders for approval.

Information required to place before the members pursuant to Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 regarding proposed transaction between related party and Company are as follows:

SN	Description	Details
1	Details of summary of information provided by the Management of the Company to the Audit Committee	
a.	Name of the related party and its relationship with the Biofil Chemicals & Pharmaceuticals Limited or its subsidiary, including nature of its concern or interest(financial or otherwise)	Cyano Pharma Private Limited (CPPL) is related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations read with section 2(76) of the Companies Act, 2013. Mr. Ramesh Shah, Mr. Ketan Shah and their relatives are Directors and members of CPPL. Annual Transaction not exceeding Rs. 20.00 Crores.
b.	Tenure of Proposed Transaction	Annual Transaction shall not exceed Rs. 20.00 Crores for financial year 2023-24 and up to date of 39th Annual General Meeting.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ramesh Shah, Chairman & Managing Director; Mr. Ketan Shah, Whole Time Director; & members of Promoter group.
d.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature & Material Terms of Transactions: The transaction involves Purchase and Sale of goods and Rendering of services (job work) , transfer of resources for facility to HLL Lifecare Limited as per terms and conditions of tri part agreement entered with Company, CPPL, and HLL apart from this joint venture company also sale goods to CPPL.

S. No.	Description	Details
		As per the Tri-Party Agreement entered between the parties. These transactions are in the ordinary course of business and conducted on an arm's length basis. Monetary value: Approx: Rs. 20.00 Crores for financial year 2023-24 and up to date of 39th Annual General Meeting.
e.	Value of Transaction	Aggregate amount not exceeding Rs. 20.00 Crores
f.	Percentage of annual consolidated turnover of Biofil Chemicals & Pharmaceuticals Limited considering FY 2022-23 as the immediately preceding financial year, that is represented by the value of the proposed transaction	66.59% on the basis of the proposed transaction of Rs. 20 Crores and the turnover as on 31st March, 2023.
g.	For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
2.	Justification for the transaction is in the interest of the Company.	Please refer to " Background, details and benefits of the transaction " which forms part of the explanatory statement to the Item No. 5.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Not Applicable
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
7.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations and Section 188 of the Companies Act, 2013.

The Members may note that as per the provisions of the SEBI Listing Regulations, the related parties as defined there under (whether such related party(ies) is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 5.

Save and except Mr. Ramesh Shah, Chairman & Managing Director, Mr. Ketan Shah Whole Time Director and their relatives being a member of promoter group to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Resolution.

**By Order of the Board of Directors
SHWETA VERMA
COMPANY SECRETARY
ACS-70184**

Date : 14th August, 2023

Place : Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN : L24233MP1985PLC002709

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

WEB : www.biofilgroup.net • EMAIL: bcplcompliance@gmail.com • PHONE: 0731-2723016

Additional Information of Director who retire by rotation and seeking re-appointment at this Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:

Name of Director	Mr. Ketan Shah (Whole Time Director)	Mrs. Gayatri Padiyar (Independent Non Executive Director)
DIN	08818212	10260173
Date of Birth	21st July 1961	22nd January, 1977
Date of Appointment	25th August, 2020	14th August, 2023
Expertise/Experience in specific functional areas	37 years experience in Pharmaceuticals Industry	She is a proprietor in Anjali Marketing Services holding 8 years' experience in Marketing and customer realtion.
Qualification	B.Sc.	Graduate
No. & % of Equity Shares held in the Company including shareholding as a beneficial owner	460405 (2.83%) & not hold any share as a beneficial owner	Nil
List of outside Company's directorship held	Sanprabha Welfare Foundation	Nil
List of Companies in which resigned in the past three years	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil
Salary or Sitting fees paid	Rs. 2.50 Lacs per months	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which resigned in the past three years	Nil	Nil
Relationship between directors inter-se	Mr. Ketan Shah is son of Mr. Ramesh Shah	None
Attendance at Board Meetings	During the year 1st April, 2022 to 31st March, 2023, 5 (Five) Board Meetings of the Company were held, and Mr. Ketan Shah had attended all Board Meetings.	Not Applicable since she was appointed during the current financial year 2023 - 24
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mrs. Gayatri Padiyar and concluded that she possess the relevant skill and capabilities to discharge the role of Independent Director.

**By Order of the Board of Directors
SHWETA VERMA
COMPANY SECRETARY
ACS-70184**

Date : 14th August, 2023
Place : Indore
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN : L24233MP1985PLC002709

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BOARD'S REPORT

To,
The Members,
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Your Directors are pleased to present the 38th Annual Report on the business and operations of the Company, together with the Audited Financial Statement of your company for the year ended 31st March, 2023.

1. STATE OF AFFAIRS AND FINANCIAL PERFORMANCE :

1.1 FINANCIAL HIGHLIGHTS AND SUMMARY OF FINANCIAL STATEMENTS

The financial statements of the Company for the financial year ended March 31, 2023, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

The Company's performance during the financial year ended March 31, 2023 as compared to the previous financial year is summarized below:

(Amount in Lakhs except EPS)

PARTICULARS	Year ended 31st March 2023	Year ended 31st March 2022
Total Income	3013.22	2253.26
Total Expenditure	2933.92	2151.77
Profit/(loss) before exceptional items and tax	79.30	101.49
Exceptional Item	0	0
Profit/(Loss) before tax	79.30	101.49
Provision for Tax		
Current Tax	23.00	27.10
Deferred Tax	1.14	4.02
Adjustment of tax relating to earlier periods	(0.88)	0.53
Profit/(Loss) after tax	56.04	69.84
Other comprehensive Income (Net of Tax)	(9.66)	1.01
Total Comprehensive Income	46.38	70.85
Paid up Equity Share Capital	1627.38	1627.38
Earning per share (Rs.10/- each)		
Basic & Diluted (in Rs.)	0.34	0.44

During the financial year 2022-23, Company has achieved total income of Rs. 3013.22 Lacs as against Rs. 2253.26 Lacs in previous year and earned net profit after tax before comprehensive income of Rs. 56.04 Lacs as against Rs. 69.84 Lacs in previous year.

1.2 OPERATIONS AND PERFORMANCE:

Company is major manufacturer and Traders of Ferrous Sulphate in its Crystal, Exsiccated & Granular form, Microcrystalline Cellulose Powder (MCCP), Cellulose Powder (CP). For expansion of business the Company has received clearance via EC identification Number EC 22B058MP119299 letter from State Environment Impact assessment Authority (SEIAA), Madhya Pradesh for Manufacturing of

1. Steroid and Harmones upto the production limit of 90 tons
2. API/ Intermediates upto the limit of 1800 tons

Beside this, SEIAA Madhya Pradesh also granted the approval to the Company to enhance the production limit of existing drug such as Diclofenac sodium, Aceclofenac, Mefemanic Acid, Fenbendazole along with Intermediates that belongs to Chemical Group such as 4- Nitro Benzyl Chloride, 3- Nitro Benzyl Chloride, Paranitrobenzyl Alcohol etc, manufactured by the company.

New Machineries & Equipments are installed in the Company. Also required alterations are almost completed, and we have already started manufacturing Steroids namely Dexamethasone IP, Dexamethasone Sodium Phosphate and Betamethas one Sodium Phosphate. Almost 150 Kg of Dexamethasone Sodium Phosphate is produced and other steroids are pipeline for productions namely Betamethasone and Fluorometholone. After producing these items we hope that the turnover & profit shall increase in the coming year.

2. ANNUAL RETURN:

Pursuant to Section 134(3)(a) of the Companies Act, 2013, the draft annual return as on 31st March, 2023 prepared in accordance with Section 92(3) of the Act is made available on the website of your Company and can be assessed using the web link http://www.biofilgroup.net/stock-exchange/MGT-7_Website.pdf

3. DIVIDEND:

To conserve resources and plough back profits, your Directors have not recommended any dividend for the year under review.

4. AMOUNTS TRANSFERRED TO RESERVES:

The Board of Directors has decided to retain the entire amount of profit for F.Y. 2022-23 appearing in the Statement of Profit and Loss Account. Accordingly, your company has not transferred any amount to General Reserves for the year ended 31st March, 2023.

5. DEPOSITS:

During the year under review, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time.

DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT:

Not applicable since Company has not accepted any deposits, therefore the question does not arise regarding non compliance with the requirements of Chapter V of the Act.

DISCLOSURE OF UNSECURED LOAN RECEIVED FROM DIRECTORS:

Pursuant to Section 2(31) of the Companies Act, 2013 read with Rule 2(1)(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company had not received any unsecured loan from directors during the financial year 2022-23.

6. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:

During the financial year ended on 31st March, 2023, the Company did not have any subsidiary, joint venture or associate company.

7. NUMBER OF BOARD MEETINGS, COMMITTEE MEETINGS AND ANNUAL GENERAL MEETING:

The details of the number of meetings of the Board and its Committees held during the Financial Year 2022-23 forms part of the Corporate Governance Report.

Further, 37th Annual General Meeting of the Company for financial year 2021-22 was held on 30th September, 2022.

8. PARTICULARS OF LOANS, INVESTMENTS OR GUARANTEE BY COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the financial year, the Company has not provided any loans and guarantees or made investments pursuant to Section 186 of the Companies Act, 2013.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In line with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company has formulated a Policy on Related Party Transactions. The Policy can be accessed on the Company's website at

[http://www.biofilgroup.net/Policies/related%20party%20policy%20\(1\).pdf](http://www.biofilgroup.net/Policies/related%20party%20policy%20(1).pdf)

The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are subjected to independent review by an Audit Committee to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and SEBI Listing Regulations. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis.

All Related Party Transactions entered during the year 2022-23 were in Ordinary Course of the Business and at Arm's Length basis. The Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, which were entered during the year by your company, are given separately in notes to the financial statements. Further the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) Companies (Accounts) Rules, 2014, in **Form AOC-2** is set out as **Annexure A** and form part of this report.

Your Directors draw your attention to Note No. 37 to the financial statements, which set out related party disclosures.

10. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The Composition of the Board of Directors of the Company is in accordance with the provision of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, with an appropriate combination of Executive, Non-Executive and Independent Directors.

• Constitution of the Board

As on 31st March 2023, Board of directors are comprising of total **6 (Six)** Directors namely:

1. Mr. Ramesh Shah (DIN: 00028819), Chairman and Managing Director
2. Mr. Ketan Shah (DIN: 08818212), Whole Time Director
3. Mr. Romil Shah (DIN: 00326110), Non-Executive Non Independent Director
4. Mrs. Shaila Jain (DIN: 00326130), Non-Executive Independent Director
5. Mr. Ashok Kumar Ramawat (DIN: 08818263), Non-Executive Independent Director
6. Mr. Satish Beohar (DIN: 09220291), Non-Executive Independent Director

The Chairman of the Board is Executive Director related to promoter. The Board members are highly qualified with strong varied experience in the relevant field of the business activities of the Company which plays significant roles for the business policy and decision making process and provide guidance to the executive management to discharge their functions effectively.

- **Directors liable to retire by rotation seeking re-appointment**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Ketan Shah (DIN: 08818212), Whole Time Director retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. However, his term is fixed and shall not break due to this retirement. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

- **Change in Directors and Regularization of Directors**

During the financial year, there was no change in the composition of Board of Directors.

Further, during the current financial year 2023-24, on the recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 14th August, 2023 approved appointment of Mrs. Gayatri Padiyar (DIN: 10260173) as an Additional Director under the category of Non Executive Independent Director on the Board of Directors of the Company w.e.f. 14th August, 2023 to hold office up to the date of the Annual General Meeting of the Company to be held thereafter and subject to the approval of the Members at the said Annual General Meeting, to hold office as an Independent Director for a term of 5 (five) consecutive years commencing from 14th August, 2023 to 13th August, 2028 (both days inclusive). The Company has received the requisite Notice from a Member in writing proposing her appointment as a Non-Executive Independent Director of the Company.

- **Women Director**

Pursuant to the provision of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulation, Mrs. Shaila Jain (DIN: 00326130) holds position of a Woman Director (Non-Executive Independent Director) of the Company.

- **Key Managerial Personnel**

As on 31st March, 2023, the following have been designated as the Key Managerial Personnel of the Company within the meaning of Section 203 of the Companies Act, 2013:

- a. Mr. Ramesh Shah (DIN: 00028819), Chairman & Managing Director;
- b. Mr. Ketan Shah (DIN: 08818212), Whole-time Director;
- c. Mr. Pavan Singh Rajput, Chief Financial Officer and
- d. Ms. Shweta Verma, Company Secretary and Compliance Officer

- **Change in Key Managerial Personnel**

During the year, following are the changes in the Key Managerial Personnel of the Company:

1. Mr. Jitendra Kumar Sahu has resigned from the post of Chief Financial Officer w.e.f. 30th June, 2022 and Board of Directors in their Board meeting held on 09th August 2022 placed on record his deep appreciation for valuable guidance given by him during his tenure as Chief Financial Officer of the Company.
2. On recommendation of Nomination and remuneration Committee, Mr. Pavan Singh Rajput was appointed as the Chief Financial Officer of the Company w.e.f. 14th November, 2022 by the Board of Directors in their Board Meeting held on 14th November, 2022.
3. Ms. Shikha Khilwani has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 23rd December, 2022 and Board of Directors in their Meeting held on 23rd December, 2022 placed on record her deep appreciation for valuable contribution given by her during her tenure as Company Secretary and Compliance Officer of the Company.
4. On recommendation of Nomination and remuneration Committee, Ms. Shweta Verma was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 24th December, 2022 by the Board of Directors in their Board Meeting held on 23rd December, 2022.

During the current financial year 2023-24, On recommendation of Nomination and remuneration Committee, Board of Directors of the Company in their meeting held on 14th August, 2022 considered re-appointment of Mr. Ketan Shah (DIN: 08818212) as Whole Time Director of the Company for further period of three years w.e.f. 25th August, 2023 to 24th August, 2026 subject to approval of the members of the company in forthcoming Annual General Meeting or any other appropriate authority, if any

- **Independent directors on Board**

Our definition of 'Independent Director is derived from Regulation 16(1)(b) of SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013. The Company is having 3 (Three) Independent Directors as on 31.03.2023 as mentioned below;

1. Mr. Ashok Kumar Ramawat (DIN: 08818263)
2. Mrs. Shaila Jain (DIN: 00326130)
3. Mr. Satish Beohar (DIN: 09220291)

- **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 apprised the same and found that none of the director is disqualified for holding office as director.

11. DECLARATION BY INDEPENDENT DIRECTOR:

The Company has received declaration of independence from all the Independent Directors, as required under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations as amended from time to time. Further in terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the Management. The Board of Directors of the Company have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfil their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA"). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

Mrs. Shaila Jain (DIN: 00326130) Independent Director of the Company is exempted from the requirement to undertake online proficiency self-assessment test and Mr. Ashok Kumar Ramawat (DIN: 08818263) & Mr. Satish Beohar (DIN: 09220291) Independent Directors of the Company have passed online proficiency self-assessment test.

Further director appointed during the current financial year 2023-24, Mrs. Gayatri Padiyar (DIN: 10260173), Non-Executive Independent Director of the Company is required to clear the online proficiency self-assessment test.

12. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors met once during the year as on 31st March, 2023. 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.

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 Members 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:

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the performance evaluation of all the Directors, Committees, Chairman of the Board and the Board as a whole was conducted based on the criteria and framework adopted by the Board which includes assessing the quality, quantity and timelines of flow of information between the Company, Management and the Board, as it is necessary for the Board to effectively and reasonably perform their duties.

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. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Individual Directors, the Board as a whole and its Committees with the Company.

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.

Statement with regard to integrity, expertise and experience of the independent director appointed during the year.

During the year under review, no Independent Director was appointed in the Board of the Company.

Further, in the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, and expertise and hold high standards of integrity for the purpose of Rule 8(5)(iiiia) of the Companies (Accounts) Rules, 2014 as amended up to the date. List of key skills, expertise and core competencies of the Board, including the Independent

Directors, is provided in Corporate Governance Report.

15. DIRECTORS RESPONSIBILITY STATEMENT:

Based on the framework and testing of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and external agencies, including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23.

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of your Company, to the best of their knowledge, belief and ability and explanations obtained by them, confirm that:-

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 year;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this 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

16. 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:

(A) Conservation of Energy:

- (i) The steps taken or impact on conservation of energy: The company is putting continues efforts to reduce the consumption of energy and maximum possible saving of energy.
- (ii) The steps taken by the company for utilizing alternate sources of energy: The Company has used alternate source of energy, whenever and to the extent possible.
- (iii) 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): The Company has neither purchased within India nor imported any technology.
- (iv) Company has not incurred any expenditure on Research and Development during the year under review: The Company has not incurred any expenditure on Research and Development during the year under review.

(C) Foreign Exchange earning/outgo:

During the year, there was neither inflow nor outflow of foreign exchange.

17. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

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 Sethiya Khandelwal & Company, 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 forms part of Audit Report.

18. 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 Regulations, your Company has a well-structured Nomination and Remuneration Policy in place which laid down the criteria for determining qualifications, competencies, positive attributes, independence for appointment of Directors and remuneration of Directors, KMP and other employees.

Details on the Remuneration Policy are available on the Company's website at web-link

<https://www.biofilgroup.net/Policies/Policy%20for%20the%20%20Nomination%20&%20Remuneration.pdf>.

The Board of Directors affirms that the remuneration paid to Directors, senior management and other employees is in accordance with the remuneration policy of the Company.

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-B** and forms an integral part of the Board 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.

Details of top ten employees in terms of the remuneration and employees in receipt of remuneration as prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing details prescribed under rule 5(3) of the said rules, will be made available to any member on request, as per provisions of Section 136(1) of the Act, the Annual Report is being sent to the Members excluding the aforesaid details.

Any Member desirous of obtaining above said details may write to the Company Secretary or email at bcplcompliance@gmail.com

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.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the financial year under review, your Company has not met criteria laid down under the provisions of Section 135(1) of the Companies Act, 2013 read with companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly the provisions Corporate Social Responsibility are not applicable to the Company.

20. REPORT 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.

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which also forms part of this Annual Report.

21. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY:

As per the requirement of Section 177(9) & (10) of the Companies Act, 2013 and Schedule V of SEBI Listing Regulations, the Company has established a "Whistle Blower Policy" for directors and employees to enable the directors, employees and all stakeholders of the Company to report genuine concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics and to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. Further, no person has been denied direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy is disclosed on the website of the Company at

<https://www.biofilgroup.net/Policies/Vigil%20Mechanism%20Policy%20BCPL.pdf>

22. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed L. N. Joshi & Company, Practicing Company Secretaries, Indore to conduct the Secretarial Audit of the Company for year ended March 31, 2023. The Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as **Annexure-C** and forms an integral part of this Report.

There is no qualification, reservation or adverse remark or disclaimer in Secretarial Audit report except the following:-

Secretarial Auditor Observations	Management comments
Pursuant to Regulation 30 read with Part A of Para A of Schedule III of SEBI (LODR) Regulations, 2015, Outcome of meeting of Board of Directors held for the purpose of Audited financial results for quarter and year ended 31st March 2022 was not filed on NSE within 30 minutes of conclusion of Board Meeting.	Due to the non-functionality of NSE Neaps portal Outcome of Board meeting filed with a delay of approximately 5 Minutes.
Pursuant to SEBI Circular SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09th September, 2020, Company has not updated its promoters/designated person name in the designated depository through system driven disclosure mechanism in prescribed time limit.	Inadvertently details of CFO(s) were not updated with designated depository through system driven disclosure mechanism in time, however same has been updated with delay of 175 and 38 days.

Secretarial Auditor Observations	Management comments
Pursuant to Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 May 25, 2022, the Company has not taken any contingency insurance policy to meet out the risk arising out of issuance of duplicate securities.	The Company is in process to obtain referred policy but till date no insurance company is agreed to provide the same.

23. STATUTORY AUDITOR:

Maheshwari & Gupta, Chartered Accountants, Indore (ICAI Firm Registration No. 006179C) were re-appointed as the Statutory Auditors of your company in the 37th Annual General Meeting (AGM) of the Company held on 30th September, 2022 for another term of 5 consecutive years, from the conclusion of 37th Annual General Meeting up to the conclusion of 42nd Annual General Meeting to be held in the calendar year 2027.

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 be reported by Statutory Auditors of the Company under sub-section (12) of Section 143 of Companies Act, 2013.

24. INTERNAL AUDITOR:

In accordance with the provisions of Section 138 of the Companies Act, 2013 and Rules framed there under, your Company has appointed Sethiya Khandelwal & Company, Chartered Accountants Indore, as the Internal Auditor of the Company and takes their suggestions and recommendations to improve and strengthen the internal control system. Their scope of work includes review of operational efficiency, effectiveness of system & 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.

25. COST AUDITOR:

Your Company does not falls within the provisions of Section 148 of Companies Act, 2013 read with the Companies (Cost Records & Audit) Rules, 2014 as amended from time to time, therefore no such records are required to be maintained.

26. ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company has undertaken an audit for the financial year 2022-23 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued there under. Pursuant to provision of Regulation 24A, the Annual Secretarial Compliance Report has been submitted to the stock exchanges within 60 days of the end of the financial year.

27. CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. This Code has been posted on the Company's website at the web link:

<http://www.biofilgroup.net/Policies/Code%20of%20Conduct%20of%20BCPL.pdf>

All Board members and senior management personnel have affirmed compliance with this Code. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

28. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the organization. The Board of Directors have developed & implemented 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.

29. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the company which has been occurred between the end of the financial year i.e., March 31, 2023 and the date of signing of this Board's Report.

30. ENVIRONMENT AND SAFETY

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

31. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of 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.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. There was no case of sexual harassment reported during the year under review.

32. LISTING OF SHARES:

Presently, Company's shares listed on BSE Limited & National Stock Exchange of India Limited. The company has paid

annual listing fee for financial year 2023-2024 to both the Stock Exchanges(BSE Limited & National Stock Exchange of India Limited).

33. COMPLIANCE OF SECRETARIAL STANDARD:

Your Company is in compliance with the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

34. 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 Services (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

35. MD/CFO CERTIFICATION:

The Managing Director & CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the SEBI Listing Regulations and the same forms part of this Annual Report.

36. INSURANCE

The Company's assets are adequately insured against the loss of fire and other risk, as considered necessary by the Management from time to time.

37. OTHER DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:-

- > Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
- > As on 31st March 2023, none of the Directors of the company hold instruments convertible into equity shares of the Company.
- > Company has not issued any shares (including Sweat Equity Shares) to employees of the Company under any Scheme and also not made any Stock Option Schemes.
- > No Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future.
- > Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).
- > There has been no change in the nature of business of your Company.
- > 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, 2023.
- > No application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year in respect of your Company.
- > There was no one time settlement of loan obtained from the Banks or Financial Institutions.

38. INDUSTRIAL RELATIONS

Company's Industrial relations continued to be healthy, cordial and harmonious during the Year under review. Your Directors record their appreciation for all the efforts, support and co-operation of all employees extended from time to time.

39. ACKNOWLEDGMENT AND APPRECIATION:

The Board desires to place on record its grateful appreciation for continued co-operation received from the banks, financial institutions, government, customers, shareholders and other stakeholders during the year under review. Your Directors also wish to place on record their appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the employees, investors, stakeholders, Banks and other regulatory authorities.

For and on behalf of the Board of Directors
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Ramesh Shah

Chairman & Managing Director
(DIN: 00028819)

Ketan Shah

Whole Time Director
(DIN: 08818212)

Date : 14th August, 2023
Place : Indore

**ANNEXURE - A
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.

1.	Details of contracts or arrangements or transactions not at Arm's length basis.	Details
(a)	Name (s) of the related party & nature of relationship	Nil
(b)	Nature of contracts/arrangements/transactions	Nil
(c)	Duration of the contracts/arrangements/transactions	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

2.	Details of Material contracts or arrangements or transactions at Arm's length basis	Details
(a)	Name (s) of the related party & nature of relationship	Cyano Pharma Private Limited Directors and their relatives are directors and Members in the Company
(b)	Nature of contracts / arrangements / transactions	Sale/purchase of goods and supply of services in ordinary course of business and on arms length basis
(c)	Duration of the contracts/arrangements/transactions	On going
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Transaction held during the year 2022-23 Sale: Rs. 530.89 Lacs Purchase: Rs. 169.99 Lacs
(e)	Date(s) of approval by the Board	Since these Related Party Transactions are in the ordinary course of business and are at arm's length basis, approval of the Board is not applicable.
(f)	Amount paid as advances, if any	NIL

All transactions are undertaken in the ordinary course of business and are at arm's length basis and necessary omnibus approvals were granted by the Audit Committee for transactions undertaken with Related Party. The Company has also obtained approval from shareholders in annual general meeting held on 30th September, 2022 for related party transaction undertaken during the financial year 2022-23 and up to the date of Ensuing Annual General Meeting with Cyno Pharma Private Limited.

**For and on behalf of the Board of Directors
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

**Ramesh Shah
Chairman & Managing Director
(DIN: 00028819)**

**Ketan Shah
Whole Time Director
(DIN: 08818212)**

Date : 14th August, 2023
Place : Indore

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

For the Financial Year Ended on 31st March, 2023

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial 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 **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 **1st April, 2022 to 31st March, 2023**, 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, 2023 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(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 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable to the company during the audit period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(not applicable to the company during the audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(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, 2021; **(not applicable to the company during the audit period);**
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(not applicable to the company during the audit period);**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time.
- (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. Drugs Price Control Order, 1995 (DPCO) issued under Section 3 of Essential Commodities Act, 1955
 3. Standard Weight and Measurement Act, 1976

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws), Accounting standard, 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 observation:**

1. Pursuant to Regulation 30 read with Part A of Para A of Schedule III of SEBI (LODR) Regulations, 2015, Outcome of meeting of Board of Directors held for the purpose of Audited financial results for quarter and year ended 31st March 2022 was not filed on NSE within 30 minutes of conclusion of Board Meeting.
2. Pursuant to SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09th September, 2020 regarding PIT Regulations, Company has not updated its promoters/designated person name in the designated depository through system driven disclosure mechanism in prescribed time limit.
3. Pursuant to Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 May 25, 2022, the Company has not taken any contingency insurance policy to meet out the risk arising out of issuance of duplicate securities.

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. During the year, there was no change in the Composition of the Board of Directors.

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 during the audit period, the company has not undertaken event/action having a major bearing in the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred above.

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

Dated : 14th August, 2023

Place : Indore

L.N. Joshi

Proprietor

FCS: 5201; C P No 4216

UDIN: F005201E000760175.

Peer Review Certificate No. 1722/2022

Unique Code Number: S2002MP836100

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

My 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.

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

**Dated : 14th August, 2023
Place : Indore**

**L.N. Joshi
Proprietor
FCS: 5201; CP No 4216
UDIN: F005201E000760175
Peer Review Certificate No. 1722/2022
Unique Code Number: S2002MP836100**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

As there has been a growing consensus over providing new innovative therapies to patients, Indian pharmaceutical market is estimated to touch \$130 billion in value by the end of 2030. Meanwhile, the global market size of pharmaceutical products is estimated to cross over the \$1 trillion mark in 2023. The year 2023 holds a positive outlook for India's pharmaceutical industry, with a deeper focus on quality manufacturing, affordability of drugs and adoption of innovation and technology. The pharmaceutical industry witnessed the normalization of trends that emerged in the last three years. The sector this year was marked by a greater degree of collaboration between the government and industry, with both playing a pivotal role in helping the sector further strengthen its position in the global market. Owing to the COVID-19 pandemic, the entire landscape of the pharmaceutical industry has had a paradigm shift, with the collaboration between the government and the industry being increasingly seen in a positive light.

According to Indian Pharmaceutical Alliance, several initiatives and forward-looking policies were introduced to streamline processes, allowing the pharmaceutical sector to leapfrog to a stronger growth trajectory. "Despite geopolitical issues, India continued to supply medicines to over 200 countries, living up to its reputation as the 'pharmacy of the world'.

OPPORTUNITIES AND THREATS

A bright future stands ahead for India's pharmaceutical business in 2023, with a greater emphasis on quality manufacturing, medicine affordability, and the use of innovation and technology. However, to combat certain challenges like low R&D spending, scarcity of skilled labor, intellectual property (IP) regulations and rights, and potential export contraction, a high level of agility and resilience is required.

Following are some of the key trends that the industry is likely to experience in the coming year:

- Proactive Quality Management System
- Digital Technologies
- Precision Medicine
- Emerging Markets - Drive Innovation
- Greater Adoption of AI and Machine Learning

Your Company is major manufacturer and Traders of Ferrous Sulphate in its Crystal, Exsiccated & Granular form, Microcrystalline Cellulose Powder (MCCP) Cellulose Powder (CP).

Expansion of Company's Business

For expansion of business the Company has received clearance via EC identification Number EC 22B058MP119299 letter from State Environment Impact assessment Authority (SEIAA), Madhya Pradesh for Manufacturing of

1. Steriod and Harmones upto the production limit of 90 tons
2. API/ Intermediates upto the limit of 1800 tons

Beside this, SEIAA Madhya Pradesh also granted the approval to the Company to enhance the production limit of existing drug such as Diclofanec sodium, Aceclofenac, Mefemanic Acid, Fenbendazole along with Intermediates that belongs to Chemical Group such as 4- Nitro Benzyl Chloride, 3- Nitro Benzyl Chloride, Paranitrobenzyl Alcohol etc, manufactured by the company.

New Machineries & Equipments are installed in the Company. Also required alterations are almost completed, and we have already started manufacturing Steroids namely Dexamethasone IP, Dexamethasone Sodium Phosphate and Betamethasone Sodium Phosphate. Almost 150 Kg of Dexamethasone Sodium Phosphate is produced and other steroids are pipeline for productions namely Betamethasone and Fluorometholone. After producing these items we hope that the turnover & profit shall increase in the Current Year.

SEGMENT WISE PERFORMANCE

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

Pharma Unit

In the financial year 2021-22 revenue generated from Pharma Unit was Rs1900.52 Lacs and in the year 2022-23 the same unit generated revenue of Rs2419.61 Lacs.

Chemicals Unit

In the financial year 2021-22 revenue generated from Chemical Division was Rs337.71Lacs and in the year 2022-23 the same unit generated revenue of Rs583.91Lacs

OUTLOOK

Overall, the pharma market grew at 9.3% in fiscal 2023 against a growth of 14.6% and 2.1% in the previous two fiscals, respectively, according to India Ratings and Research Pvt. Ltd.

The Indian pharmaceuticals market delivered yet another healthy performance in March 2023. It was on account of a lower base in March last year and robust performance in the top three therapies-anti-infectives, respiratory and pain management- which contribute around 30% of the total Indian pharma market sales. Other therapies reported single-digit growth and overall, the top 10 therapies constituted 87% of the pharma market's revenue.

We expect a 10-11% year-on-year growth over the next couple of years. Government of India is in forefront for health care innovation and growth. Government in its Union Budget 2023 announced new programs and goals to continue leading from

the front. India leads globally in vaccine production and is the largest producer of generic medications, accounting for 20 per cent of the total worldwide supply by volume.

In Union Budget Session 2023, the government encourages industries to invest in research and priority areas. Finance Minister Nirmala Sitharaman announced, a mission to eliminate sickle cell anaemia by 2047 will be launched. It would involve raising awareness, conducting a comprehensive screening of 7 crore individuals in the impacted tribal regions between the ages of 0 and 40, and providing counselling through coordinated efforts. The government would also facilitate select ICMR labs with facilities like research by both public and private medical collage faculty's alongside, private sector R&D teams.

For innovation in the pharmaceutical sector, through centres of excellence, a new initiative to encourage pharmaceutical research and innovation will be implemented. The government persuades business to spend money on R&D in a few chosen priority fields. At the grassroots level, government has also announced on building 157 nursing colleges in co-location with government medical colleges.

RISKS AND CONCERN

The pharma industry and life sciences sector are facing skyrocketing operational complexity and ever-increasing pressure to innovate. Although the pharmaceutical industry and life sciences sector have undergone seismic transformations over the past decade, new long-term challenges are looming on the horizon.

The bottlenecks faced by the Indian pharmaceutical industry currently include quality and regulatory challenges that can potentially restrict the projected growth of the industry over the coming years. With lack of a stable policy environment and a defined pricing regime for pharmaceutical products, the market shows considerable fluctuations in the drug pricing which is something that discourages critical growth investment in third party drug manufacturing.

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.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the financial year your company has achieved the turnover of Rs.3013.22 lacs in comparison to previous year's turnover of Rs.2253.26 lacs and net profit of the company is Rs. 46.38lacs in comparison to previous net profit of Rs. 70.86 lacs.

HUMAN RESOURCES

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. As on 31st March, 2023, Company had 47 employees.

DETAILS OF SIGNIFICANT CHANGES IN THE KEY RATIOS

As per the amendment made under Schedule V to the Listing Regulations read with Regulation 34(3) of the Listing Regulations, details key financial ratios and any changes in return on net worth of the Company are given below:

Particulars	2022-23	2021-22	Change	Reason for change of 25% or more in financial motion
Debtors' turnover	2.17	1.84	18.26%	No major Variance
Inventory turnover	23.00	7.43	209.43%	Increase in Purchases and substantial decrease in average inventory
Interest coverage ratio	19.94	27.02	(26.18%)	Decrease in profitability of the company and subsequent minor increase in Interest cost
Current ratio	1.63	6.23	(73.80%)	Substantial increase in trade payables due to increased purchases on account of substantial increase in operations during the year.
Debt-Equity ratio	0.88	0.12	627.14%	Substantial increase in trade payables due to increased purchases on account of substantial increase in operations during the year.
Operating profit margin (%)	2.78%	4.71%	(40.97%)	Reduction in profitability of the company.
Net profit margin (%) or sector-specific equivalent ratio as applicable	1.87%	3.12%	(40.20%)	Reduction in profitability of the company.

CAVEAT:

Some of the Statements in Management Discussion and Analysis describing company's 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

[As per Regulation 34(3) read along with Schedule V(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

This Corporate Governance Report relating to the year ended on March 31, 2023 has been issued in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and amendment thereof and forms a part of the Report of the Board of Directors of the Biofil Chemicals and Pharmaceuticals Limited ("the Company").

To comply with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance of Biofil Chemicals and Pharmaceuticals Limited ('the Company') is as follows:

I. 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. The Company has complied with all the requirements of SEBI listing regulation and listed below is the status with regard to same.

II. BOARD OF DIRECTORS ("Board")

A. BOARD COMPOSITION AND CATEGORY OF DIRECTORS:

The Company is in compliance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (as amended from time to time). As on March 31, 2023 the Board of Directors of the Company comprises of 6 (Six) Directors, out of which 2 (Two) are Executive Directors, 3 (Three) are Non Executive Independent Directors and 1 (One) is Promoter Non-Executive Director. The Management of the Company is headed by Mr. Ramesh Shah, Chairman & Managing Director of the Company, who operates under the supervision and control of the Board. All members of the Board are eminent persons with considerable professional expertise and experience. The Board consists of a balanced combination of Executive Directors and Non Executive Directors.

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 Companies Act, 2013. The maximum tenure of Independent Directors are 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.

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/Managing Director in any listed company (as specified in Regulation 17A of the SEBI Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the SEBI Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

The name and categories of Directors, DIN, the number of Directorships, Committee positions held by them in the companies and the list of Listed Entities where he/she is a Director along with the category of their Directorships and other details are given hereafter.

Name of Director	Category	No. of Directorship including Biofil Chemicals and Pharmaceuticals Limited		No. of Committee Chairmanship / Membership including Biofil Chemicals and Pharmaceuticals Limited	
		Chairperson	Member	Chairperson	Member
Mr. Ramesh Shah (DIN : 00028819)	Promoter / Executive Director (Chairman & Managing Director)	1	4	-	-
Mr. Romil Shah (DIN : 00326110)	Promoter / Non Executive Director	-	5	-	-
Mr. Ketan Shah (DIN: 08818212)	Promoter / Executive Director (Whole Time Director)	-	2	-	-
Mrs. Shaila Jain (DIN : 00326130)	Independent / Non Executive Director	-	1	2	2
Mr. Ashok Kumar Ramawat (DIN: 08818263)	Independent / Non Executive Director	-	2	-	2
Mr. Satish Beohar (DIN: 09220291)	Independent / Non Executive Director	-	1	-	2

- 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 THE YEAR 2022-23 AND THE LAST ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2022.

The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other matters. The Board also meets to consider other business(es), whenever required, from time to time. During the financial year 2022-23 Five (5) Board Meetings were held. The Board met at least once in every calendar quarter and gap between two meetings did not exceed 120 days. Further, the Company has adopted and adhered to the Secretarial Standards prescribed by The Institute of Company Secretaries of India and approved by the Central Government.

The date on which the Board Meetings were held are given below:

May 30th 2022, August 09th 2022, November 14th 2022, December 23rd 2022 and February 14th 2023.

Name of Director	Category	Meeting held during the tenure of the Director	Meetings Attended	Attendance at the last AGM held on 30th September 2022
Mr. Ramesh Shah (DIN : 00028819)	Promoter / Executive Director (Chairman & Managing Director)	5	5	Yes
Mr. Romil Shah (DIN : 00326110)	Promoter / Non Executive Director	5	5	Yes
Mr. Ketan Shah (DIN : 08818212)	Promoter / Executive Director (Whole Time Director)	5	5	Yes
Mrs. Shaila Jain (DIN : 00326130)	Independent / Non Executive Director	5	5	Yes
Mr. Ashok Kumar Ramawat (DIN: 08818263)	Independent / Non Executive Director	5	4	Yes
Mr. Satish Beohar (DIN: 09220291)	Independent / Non Executive Director	5	5	Yes

C. THE NAMES OF OTHER LISTED ENTITIES WHERE THE DIRECTORS HAVE DIRECTORSHIP AND THEIR CATEGORY OF DIRECTORSHIP IN SUCH LISTED ENTITIES:

None of the Director is holding Directorship in any other listed Company.

D. BOARD PROCEDURE

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes and presentation, if any, is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s) except where Meetings have been convened at a shorter notice to transact urgent business. 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.

The Company has well-established framework for the Meetings of the Board and its Committees which seeks to systematize the decision making process at the Meetings in an informed and efficient manner.

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.

E. CONFIRMATION OF INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given their respective declaration/disclosures under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations and have confirmed that they fulfill the independence criteria as specified under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board after taking these declaration/disclosures on record and acknowledging the veracity of the same concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company.

On the basis of the declarations made by the Independent Directors, the Board of Directors are of the opinion that the Independent Directors of the Company fulfills conditions specified in Companies Act, 2013 and under SEBI

(LODR) Regulations, 2015 and are Independent of the management of the Company.

F. DETAILED REASON FOR RESIGNATION OF INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS TENURE ALONG WITH THE CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASON OTHER THAN THOSE PROVIDED:

During the year under review, none of the Independent Director of the Company had resigned before the expiry of his/her respective tenure(s).

G. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

Mr. Romil Shah (Promoter/Non-Executive Director) is Brother's Son and Mr. Ketan Shah (Whole Time Director) is son of Mr. Ramesh Shah, who is Chairman & Managing Director of the Company. Except for this there is no inter-se relationship among the other directors.

H. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS AS ON 31ST MARCH, 2023:

S. No.	Name of the Director	No. of Equity Shares	Convertible Instruments*
01	Mr. Romil Shah (DIN: 00326110)	382550	Nil
02	Mrs. Shaila Jain (DIN: 00326130)	Nil	Nil
03	Mr. Ashok Kumar Ramawat (DIN: 08818263)	Nil	Nil
04	Mr. Satish Beohar (DIN: 09220291)	Nil	Nil

* The Company had not issued any Convertible instrument till date.

I. THE DETAILS & WEB LINK OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company conducts familiarization programmes for its directors from time to time. The familiarization programme ensures that the non-executive directors are updated on the business and regulatory environment and the overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders.

The details of the familiarization programme of the independent directors are available on the website of the Company at the web link:

<http://www.biofilgroup.net/Familiarization%20Programme%20of%20Independent%20Director%202023.pdf>

J. MEETING OF INDEPENDENT DIRECTORS

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 presence of non-independent directors and members of the Management. Accordingly, meeting of the Independent Directors of the Company was held on 31st March, 2023 to consider the following businesses as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013:-

- Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors and;
- 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
Mrs. Shaila Jain (DIN: 00326130)	1	1
Mr. Ashok Kumar Ramawat (DIN: 08818263)	1	1
Mr. Satish Beohar (DIN: 09220291)	1	1

K. MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

In terms of the requirements of the SEBI Listing Regulations, the Board has identified and approved the list of core skills/expertise/competencies as required in the context of Company's business(es) and sector(s) for it to function effectively. Broadly, the essential skills identified by the Board are categorized as under:

- Strategy & Planning
- Governance, Legal, Risk & Compliance
- Finance, Accounts & Audit
- Global Experience / International Exposure
- Contributor & collaborator
- Information Technology
- Client Engagement
- Stakeholder Engagement & Industry Advocacy
- Leadership

These skills/competencies are broad-based, encompassing several areas of expertise/ experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein. In the table below, the specific areas of focus or expertise of individual board members have been highlighted:-

Name of Director	AREA OF SKILL/EXPERTISE/COMPETENCIES								
	Strategy & Planning	Governance, Legal, Risk & Compliance	Finance, Accounts & Audit	Global Experience / International Exposure	Contributor & collaborator	Information Technology	Client Engagement	Stakeholder Engagement & Industry Advocacy	Leadership
Mr. Ramesh Shah (DIN: 00028819)	Yes	Yes	Yes	Yes	Yes	-	Yes	Yes	Yes
Mr. Romil Shah (DIN: 00326110)	Yes	-	Yes	-	-	Yes	-	-	-
Mrs. Shaila Jain (DIN: 00326130)	-	Yes	Yes	-	-	-	Yes	Yes	-
Mr. Ketan Shah (DIN: 08818212)	Yes	Yes	-	-	-	-	-	Yes	Yes
Mr. Ashok Kumar Ramawat (DIN: 08818263)	Yes	Yes	-	-	-	-	-	-	Yes
Mr. Satish Beohar (DIN: 09220291)	Yes	Yes	-	Yes	-	-	Yes	Yes	-

III. AUDIT COMMITTEE

Pursuant to the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, the Company has an independent Audit Committee. The Composition, Procedure, Meeting and Role/Function of the committee comply with the requirements of the Companies Act, 2013 as well as those of SEBI Listing Regulations, 2015. The Audit Committee reviews all applicable mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI Listing Regulations, 2015.

A) 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 management, the annual financial statement and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors Responsibility Statement to be included in the Board's Report as per Section 134(3)(c) of the Companies Act, 2013.
 - b. Changes, if any, in the Accounting policies and practices and the reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. 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, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. To look into the reasons for substantial defaults in the payment to the depositories, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Considering and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

B) The Audit Committee shall mandatorily reviews the following information:-

- 1) Management Discussion and Analysis of financial condition and results of operations;
- 2) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- 3) Internal audit reports relating to internal control weaknesses; and
- 4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 5) Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations.

C) Composition and Attendance of Members at the Meetings of the Audit Committee held during 2022-23.

During the year the committee met on four occasions on following dates namely:-
May 30th 2022, August 09th 2022, November 14th 2022 and February 14th 2023.

Name of the Members of Committee	Category and Designation in Committee	Meetings held during tenure of the Directors	Meetings Attended
Mrs. Shaila Jain (DIN: 00326130)	Independent / Non Executive Director, Chairperson	4	4
Mr. Ashok Kumar Ramawat (DIN: 08818263)	Independent / Non Executive Director, Member	4	3
Mr. Satish Beohar (DIN: 09220291)	Independent / Non Executive Director, Member	4	4

Company Secretary of the Company acts as the Secretary to the Committee.

Pursuant to Clause 4.1.1 of Secretarial Standards on General Meeting, the Chairperson of the Audit Committee or in her absence, any other Member of the Committee authorized by her on her behalf shall attend the General Meeting of the Company. The Chairperson of the Audit Committee, Mrs. Shaila Jain was virtually present at the 37th Annual General Meeting of the Company held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on 30th September, 2022 to address the shareholders' queries pertaining to Annual Accounts of the Company.

All the members of the committee are financial literate and possess accounting and related financial management expertise.

IV. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provision of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, the Company has a Nomination and Remuneration Committee. The Nomination & Remuneration Committee (NRC), comprising three independent directors as its members, inter-alia oversees the Company's nomination process for the Directors, senior management and coordinates the annual self-evaluation of the performance of the Board, Committees and of individual Directors.

The Composition, Procedure, Role/Function of the committee complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations are given below:-

1. Brief Terms of reference of the Nomination and Remuneration committee includes the following:

- (a) 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;

- (b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
- use the services of an external agencies, if required;
 - Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - Consider the time commitments of the candidates.
- (c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (d) Devising a policy on diversity of Board of Directors;
- (e) 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.
- (f) 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.
- (g) Recommend to the board, all remuneration, in whatever form, payable to senior management.

2. Composition and Attendance of Members at the Meetings of the Nomination and Remuneration Committee held during 2022-23:

During the year the committee met on three occasions on following dates namely:-
August 09th 2022, November 14th 2022 and December 23rd 2022.

Name of the Members of Committee	Category and Designation in Committee	Meetings held during tenure of the Directors	Meetings Attended
Mrs. Shaila Jain (DIN: 00326130)	Independent/Non Executive Director, Chairperson	3	3
Mr. Ashok Kumar Ramawat (DIN: 08818263)	Independent/Non Executive Director, Member	3	3
Mr. Satish Beohar (DIN: 09220291)	Independent/Non Executive Director, Member	3	3

As per Section 178(7) of the Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards, the Chairperson of the Nomination and Remuneration Committee or in her absence, any other Member of the Committee authorised by her on her behalf shall attend the General Meeting of the Company. The Chairperson of the Nomination and Remuneration Committee, Mrs. Shaila Jain was virtually present at the 37th Annual General Meeting of the Company held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on 30th September, 2022 to answer shareholder's queries.

3. Performance evaluation criteria of Independent Directors:

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 evaluation of independent directors is done by the entire board of directors which includes -

- Performance of the directors; and
- Fulfilment of the independence criteria as specified in these regulations and their independence from the management:

Provided that in the above evaluation, the directors who are subject to evaluation do not participate.

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 is available at the web-link:

<https://www.biofilgroup.net/Policies/Policy%20for%20the%20%20Nomination%20&%20Remuneration.pdf>

V. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective manner and to the satisfaction of investors. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

A) The Brief terms of reference of Stakeholder Relationship Committee includes the following:-

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

B) Composition and Attendance of Members at the Meetings of the Stakeholders Relationship Committee held during 2022-23:

During the year the committee met on two occasions on July 13th 2022 and March 28th 2023

Name of the Members of Committee	Category and Designation in Committee	Meetings held during tenure of the Directors	Meetings Attended
Mrs. Shaila Jain (DIN: 00326130)	Independent/Non Executive Director, Chairperson	2	2
Mr. Ashok Kumar Ramawat (DIN: 08818263)	Independent/Non Executive Director, Member	2	1
Mr. Satish Beohar (DIN: 09220291)	Independent/Non Executive Director, Member	2	2

As per Section 178(7) of the Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards, the Chairperson of the Stakeholders Relationship Committee or in her absence, any other Member of the Committee authorised by her on her behalf shall attend the General Meeting of the Company. The Chairperson of the Stakeholder's Relationship Committee, Mrs. Shaila Jain was virtually present at the 37th Annual General Meeting of the Company held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on 30th September, 2022 to answer shareholder's queries.

C) Name, designation and address of Compliance Officer:-

Ms. Shweta Verma

Company Secretary and Compliance Officer

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

11/12, Sector "E" Sanwer Road, Indore - 452015 (M.P.)

Email: bcplcompliance@gmail.com

Telephone : 0731 - 2723016, 2723017

D) Status Report of investor queries and complaints for the period from April 1, 2022 to March 31, 2023 is given below:-

S.No.	Particulars	No. of Complaints
01	Investor complaints pending at the beginning of the year	Nil
02	Investor complaints received during the year	16
03	Investor complaints disposed off during the year	16
04	Investor complaints remaining unresolved at the end of the year	Nil

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The Securities and Exchange Board of India ("SEBI") administers a centralized web based complaints redress system ("SCORES"). It enables investors to lodge and follow up complaints and track the status of redressal online on the website at www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal of such complaints. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES.

VI. RISK MANAGEMENT COMMITTEE

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 is at various levels across the Company.

VII. REMUNERATION OF DIRECTORS

- All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company:**
Non Executive Directors does not have any pecuniary relationship with the Company or relationship with the managerial personnel or other directors.
- Criteria of making payments to non-executive directors:**
During the year no remuneration and payment made to any non executive director of the Company.
- Disclosure with respect to remuneration: -**

Remuneration paid to Directors during the year 2022-23:

(Amount in Lakhs)

Sr. No.	Name of Director	Category	Sitting Fees	Salary & Perquisites	Contribution to PF	Commission	Total
1	Ketan Shah (DIN : 08818212)	Promoter and Whole Time Director	-	17.40	-	-	17.40

- No sitting Fees was paid to any Director of the Company during the financial year
- The company has not granted any bonuses/stock options/pension etc. to any of its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.

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

Financial Year.	Location	Date	Time
*2021-22 - 37th Annual General Meeting	At Regd. Office of the Company at 11/12, Sector "E", Sanwer Road, Indore M.P. 452015	30th September 2022	2:00 P.M.
*2020-21 - 36th Annual General Meeting	At Regd. Office of the Company at 11/12, Sector "E", Sanwer Road, Indore M.P. 452015	27th September 2021	3:00 P.M.
*2019-20 - 35th Annual General Meeting	At Regd. Office of the Company at 11/12, Sector "E", Sanwer Road, Indore M.P. 452015	29th September 2020	3:00 P.M.

* Meeting conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the registered office of the Company shall be deemed as the venue for the meeting.

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

- No Special Resolution was passed by the Company in **37th AGM held on September 30, 2022.**
- The Company in **36th AGM held on September 27, 2021** has passed the following special resolution(s):
 - Re-appointment of Mr. Ramesh Shah as a Managing Director of the Company for a period of 5 years w.e.f. 01st October, 2021 to 30th September, 2026.
- The Company in **35th AGM held on September 29, 2020** has passed the following special resolution(s):
 - Appointment of Mr. Ketan Shah as a Director as well as Whole-time Director of the Company for a term of three consecutive years commencing from 25th August, 2020 to 24th August, 2023.

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

- No resolution was passed by postal ballot during the last financial year ended 31.03.2023.
- None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

IX. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which, inter alia, includes Policy for determination of "Legitimate Purpose" and 'Code of Conduct for Prevention of Insider Trading in Securities of Biofil Chemicals and Pharmaceuticals Limited in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). This code has been available on the Company's website at:

<http://www.biofilgroup.net/Policies/Code%20of%20Insider%20Trading%20BCPL%202015.pdf>

The Company's Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations. During the year under review, the Company's Code of Conduct was amended in line with the amendments brought in the Regulations by SEBI.

X. MANAGEMENT DISCUSSION AND ANALYSIS

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

XI. DISCLOSURE REGARDING DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING.

Brief resume of the Director proposed to be appointed/ re-appointed/retire by rotation and eligible for re-appointment is given in the Notice convening the Annual General Meeting in separate annexure.

XII. MEANS OF COMMUNICATIONS

The Company recognizes the importance of two way communication with Shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos.

Your Company follows a robust process of communicating with its stakeholders, security holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchange, the Annual Report and uploading relevant information on its website.

The extracts of quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as Free Press (English), Indore, Free Press Journal (English), Mumbai & Choutha Sansar (Hindi), Indore in compliance with Regulation 47 of the SEBI Listing Regulations. These are not sent individually to the shareholders.

Financial Results:

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 SEBI 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 are considered and approved.

Other Information:

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 SEBI 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) as well as on NSE's online portal viz. National Stock Exchange Electronic Application Processing System (NEAPS) and the Digital Exchange Portal.

The Company's website: www.biofilgroup.net contains a separate dedicated section "Investor" where information for shareholders is available. The extracts of Quarterly/Annual Financial Results, annual reports, investor forms, stock exchange information, shareholding pattern, corporate benefits, investors' contact details, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The presentation, if any made to the investor/analyst are placed to the company's website.

XIII. GENERAL SHAREHOLDER INFORMATION

AGM : Date, Time and Venue	Wednesday, 27th September, 2023 at 03:00 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purposes the Registered office of the company shall be deemed as the venue for the Meeting.
Financial Year	The financial year covers the period from 1st April, to 31st March
Financial Year Reporting for 2023-24 :- 1st Quarter ending 30th June, 2023 2nd Quarter ending 30th September, 2023 3rd Quarter ending 31st December 2023 4th Quarter ending 31st March, 2024	Second fortnight of August, 2023 Second fortnight of November, 2023 Second fortnight of February, 2024 Before 30th May, 2024
Dividend Payment Date	No Dividend was recommended by the Board of Directors for financial year ended March 31, 2023
Date of Annual Book Closure (Both days inclusive)	Thursday, 21st Day of September, 2023 to Wednesday, 27th Day of September, 2023 (Both days inclusive)
Registered Office	11/12, Sector "E", Sanwer Road, Indore - 452015 (M.P.)
Listing on Stock Exchanges	BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051
Listing Fees	Board of Directors of the Company confirmed that Annual Listing Fees for the year up to 2023-24 have been paid to BSE Limited and National Stock Exchange of India Limited
BSE Security Code - NSE Symbol Code ISIN Code- CIN-	BSE Limited (524396) National Stock Exchange of India Limited (BIOFILCHEM) INE829A01014 L24233MP1985PLC002709
Market Price Data: High / Low During each month in the last Financial Year.	As per attached Table-1
Relative Performance of Share Price V/S. BSE Sensex and NSE Index	As per attached Table-2
Suspension of Securities	Not Applicable
Registrar and Transfer Agents	ANKIT CONSULTANCY PRIVATE LIMITED CIN : U74140MP1985PTC003074 SEBI REG. No. INR 000000767 60, Electronic Complex, Pardeshipura, Indore - 452010 (M.P.) Tel.: 0731-4065797, 4065799 • Fax : 0731-4065798 Email: investor@ankitonline.com / Web Address: www.ankitonline.com
Share Transfer System	Share transfers and related operations for the Company are processed by the Company's RTA. Shareholders may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities

	<p>certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.biofilgroup.net and on the website of the Company's Registrar and Transfer Agents http://ankitonline.com.</p> <p>Shareholders holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.</p>
Distribution of shareholding as on 31.03.2023	As per attached Table-3
Dematerialization of Shares & liquidity	1,53,90,500 Shares are Dematerialized (as on 31.03.2023) i.e. 94.57% of -total Shares viz.; 1,62,73,800 equity shares.
Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
Commodity Price Risk or Foreign Exchange Risk and Hedging activities	Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.
Plant Locations	The Company's plant are located at :- 1) Plot No. 8, Sector-3, Kheda Industrial Estate, Pithampur (Dist. Dhar) 2) 11/12, Sector E, Sanwer Road, Industrial Area, Indore - 452015 (M.P.)
Address for correspondence	Shareholders correspondence should be addressed to: BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED Regd. Office : 11/12, Sector E, Sanwer Road, Industrial Area, Indore - 452015 (M.P.) • Ph.: 0731-2723016/17, Mob.: +91-8889912313 Email id: bcplcompliance@gmail.com . Website: www.biofilgroup.net
List of Credit Ratings	During the year under review your Company has not obtained any Credit Rating with respect to non-convertible debt securities as the same was not applicable to the Company.

INFORMATION FOR PHYSICAL SHAREHOLDERS
Common and Simplified Norms for updation of PAN and Know Your Customer (KYC) details

SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders in supersession of circulars dated November 3, 2021 and December 14, 2021 according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), nomination, contact details, bank account details and specimen signature to RTA. Further, it is mandated that the RTA shall not process any service request or complaint of shareholder still PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2023, the folios shall be frozen by the RTA. Necessary communication through letters have been sent to all the physical shareholders in this regard.

Members are requested to update the above details by submitting the forms available on the Company's website www.biofilgroup.net and on the website of the Company's Registrar and Transfer Agents <http://ankitonline.com>. For further queries, you can approach our Registrar and Share Transfer Agent (RTA).

XIV. OTHER DISCLOSURES
A) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large & web link where policy on dealing with related party transactions:-

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/related%20party%20policy%20\(1\).pdf](http://www.biofilgroup.net/Policies/related%20party%20policy%20(1).pdf)

All transactions entered into with related parties under Regulation 23 of the SEBI Listing Regulations, during the year under review were on Arm's Length basis and in the ordinary course of Business. During the year, Company entered into material related party transaction which does not have potential conflict with the interest of the Company

at large. Further details of related party transactions are presented in Note 37 of financial statements forming part of the Annual Report.

As per the Regulation 23(9) of SEBI Listing Regulations, Company has filed disclosure of Related Party Transaction with BSE Limited and National Stock Exchange of India Limited within prescribed time limit.

B) Policy for determining 'material' subsidiaries:-

Not applicable since as on date company does not have any subsidiary company.

C) Disclosure of Accounting Treatment in preparation of Financial Statements:

The Company adopted Indian Accounting Standards ("Ind AS") from 1st April, 2017. Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Act and other relevant provisions of the Act.

D) Details of non-compliance by the Company, fine, and strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years:

There has been no non-compliance by the Company and no penalty or strictures imposed on the Company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.

E) Vigil Mechanism/Whistle Blower Policy:

In accordance with Regulations 22 of SEBI (LODR) Regulations, 2015, Company has formulated a Whistle Blower Policy and has established a Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud and any wrong doing or unethical or improper practice. The Company affirms that no personnel have been denied access to the Audit Committee under Vigil Mechanism. Details of Whistle Blower Policy are provided in the Board's Report section of this Annual Report and also made available on the Company's website.

F) Commodity Price Risk or Foreign Exchange Risk and Hedging activities:

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.

G) Company had not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations.

H) Details of compliance with mandatory requirement and adoption of non-mandatory requirement:

Your Company has complied with all the applicable requirements of Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46(2) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the Company has fulfilled the following non-mandatory requirements as prescribed in Regulation 27(1) read with PART E of Schedule II of (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- **The Board:** Company has appointed Mr. Ramesh Shah (Managing Director) as Chairman of Board and Company.
- **Shareholders' Rights:** As the quarterly, half yearly, financial performance and summary of significant events in last six-months are published in the newspapers and are also posted on the Company's website, the same are not mailed to the shareholders.
- **Modified opinion(s) in Audit Report:** During the year under review, the Auditors have provided an unmodified audit opinion on the financial statements of the Company.
- **Reporting of Internal Auditor:** In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.
- **Separate Posts of Chairperson and the Managing Director or the Chief Executive Officer:** Not Applicable as Company has appointed Mr. Ramesh Shah (Managing Director) as Chairman of Board and Company.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the SEBI Listing Regulations.

I) COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARY FOR NON DISQUALIFICATION OF DIRECTOR

As required under Part C of Schedule V of the SEBI Listing Regulations, 2015, the Company has obtained a certificate from CS L. N. Joshi (FCS: 5201 and CP No. 4216), Proprietor of L.N. Joshi & Co., Company Secretary in Practice, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

J) DISCLOSURE ON ACCEPTANCE OF RECOMMENDATIONS MADE BY THE COMMITTEES TO THE BOARD OF DIRECTORS

During the financial year under review various recommendations were made by the Committees to the Board of Directors, which were all accepted by the Board, after necessary deliberations.

K) THE DETAILS OF TOTAL FEES FOR ALL SERVICES PAID BY THE COMPANY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR AND ALL THE ENTITIES IN THE NETWORK FIRM/ NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART, ARE AS FOLLOWS:

Type of Services For Financial Year Ended 31.03.2023	Biofil Chemicals & Pharmaceuticals Limited
Audit Fees (Rs. in Lakhs)	0.25
Tax Fees (Rs. in Lakhs)	-
Others (Rs. in Lakhs)	0.05
Total	0.30

No fees other than Audit fees has been paid to Statutory Auditor as the Company does not have any subsidiary company nor statutory auditor is part of any entity in the network firm/network entity.

L) Disclosure in relation to the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has formulated a Policy for Prevention of Sexual Harassment of women at Workplace to ensure prevention, prohibition and protection against sexual harassment. The policy provides the guidelines for reporting of such harassment and the procedure for resolution & redressal of the complaints of such nature.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:-

S.No.	Particulars	No. of Complaints
a	Number of Complaints filed during the financial year.	Nil
b	Number of Complaints disposed during the financial year.	Nil
c	Number of Complaints pending as on end of financial year.	Nil

M) Disclosure by company and its subsidiary for loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:-

The Company has not made any Loans and advances in the nature of loans to firms/companies in which directors are interested during the FY 2022-23.

Further as on date, company does not have any subsidiary company therefore disclosure requirement in respect of subsidiary is not applicable.

XV. 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.

XVI. 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 of the company at the web link:

<http://www.biofilgroup.net/Policies/Code%20of%20Conduct%20of%20BCPL.pdf>

A certificate from the Chairman & 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.

XVII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PART C OF SCHEDULE V, WITH REASONS THEREOF

Non-Applicable, since Company has complied all the requirement of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of SEBI Listing Regulations.

XVIII. MD & CFO CERTIFICATION

The Chairman & Managing Director and the Chief Financial Officer of the Company has provided annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Copy of said certificate is annexed with this report.

The Managing Director and the Chief Financial Officer also provided 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.

XIX. CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a certificate from the Statutory Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, 2015 and the same is annexed with this report.

XX. OTHER INFORMATIONS

- Proceeds from public issues, rights issues, preferential issues, etc. - Not Applicable.
- 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 the weblink:

<http://www.biofilgroup.net/Policies/Policy-for-determination-of-materiality-of-events-or-information.pdf>

- 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 at the weblink:
<http://www.biofilgroup.net/Policies/POLICY%20ON%20PRESERVATION%20OF%20%20DOCUMENTS.pdf>
- Since, the company is not having any Subsidiary/material subsidiary; therefore, the disclosure requirement for furnishing information of material subsidiary is not applicable

XXI. 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 (DIN: 00028819), Chairman & 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, 2023.

FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Date : 14th August 2023
Place : Indore

Ramesh Shah
Chairman & Managing Director
(DIN: 00028819)

ANNEXURE TO GENERAL SHAREHOLDER INFORMATION
Table 1- Market Price Data:

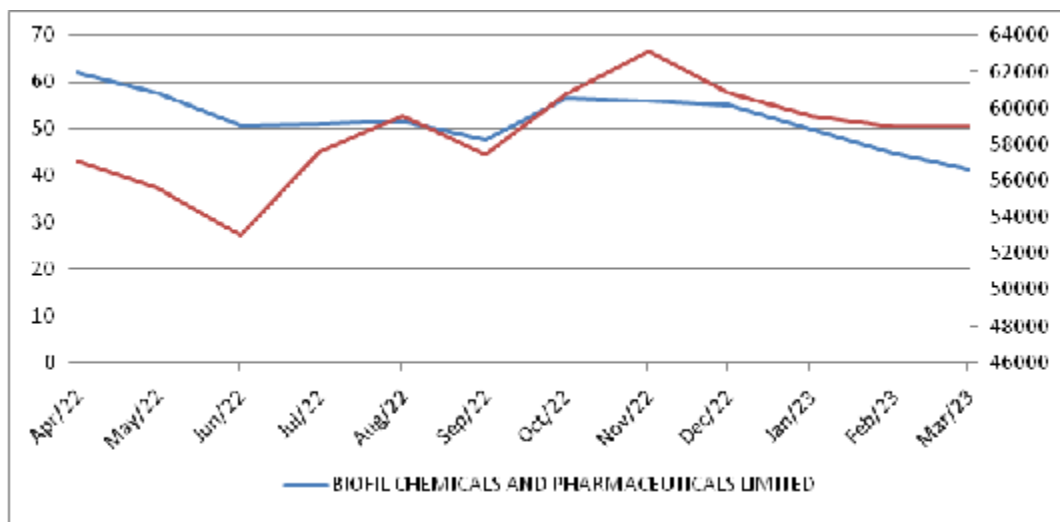
The monthly high and low price of shares traded on Exchanges for the period start from **April, 2022 to March, 2023** is as follows:

**BSE Limited
April, 2022 to March, 2023**

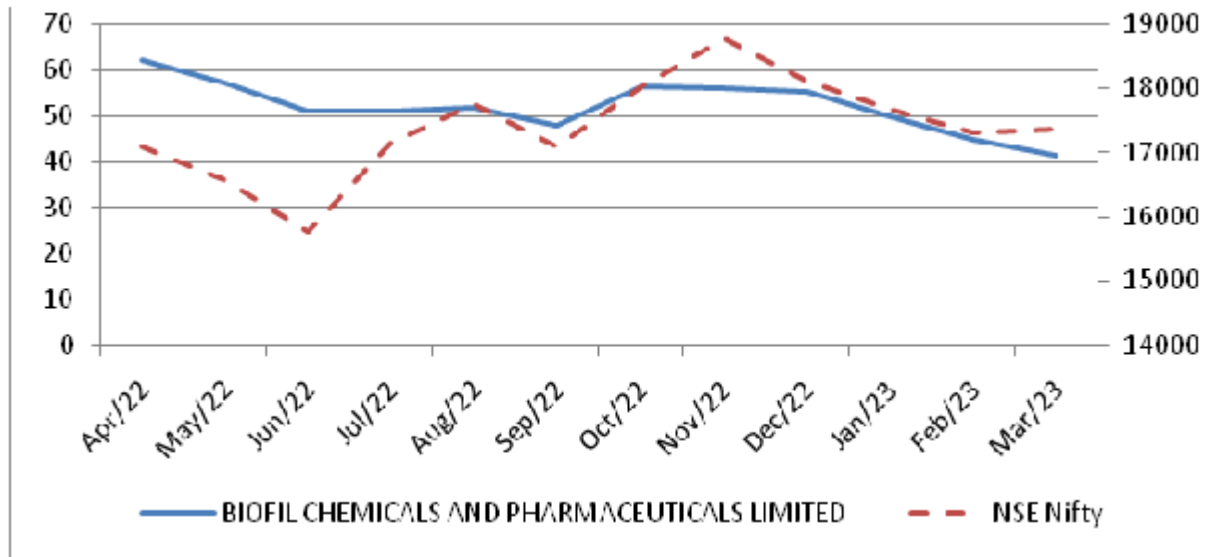
MONTH	(In Rs. Per Share)	
	High Price	Low Price
April, 2022	72.40	57.95
May, 2022	66.95	53.80
June, 2022	58.65	39.80
July, 2022	61.80	46.40
August, 2022	55.50	46.05
September, 2022	54.85	47.05
October, 2022	56.50	45.00
November, 2022	64.85	48.55
December, 2022	63.00	50.60
January, 2023	58.90	48.00
February, 2023	53.00	42.95
March, 2023	46.24	35.14

**National Stock Exchange of India Limited
April, 2022 to March, 2023**

MONTH	(In Rs. Per Share)	
	High Price	Low Price
April, 2022	72.35	58.05
May, 2022	67.60	54.00
June, 2022	58.35	39.60
July, 2022	62.50	44.35
August, 2022	55.60	49.40
September, 2022	54.90	46.50
October, 2022	56.40	46.55
November, 2022	64.75	46.85
December, 2022	65.00	51.60
January, 2023	59.15	48.00
February, 2023	52.60	42.35
March, 2023	47.80	39.30

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


• **Table 2 - Relative Performance of Share Price V/S. NSE Nifty :**



• **Table 3- Distribution of shareholding according to size class as on 31st March 2023**

Category (Shares)	No of Share holders	% of Total Share holder	Shares	% of Total Shares
Upto-100	18090	65.84	692997	4.26
101-200	3380	12.30	558436	3.43
201-300	1779	6.48	480228	2.95
301-400	828	3.01	304956	1.87
401-500	1052	3.83	511824	3.15
501-1000	1390	5.06	1105018	6.79
1001-2000	559	2.04	818808	5.03
2001-3000	160	0.58	396447	2.44
3001-4000	67	0.24	240589	1.48
4001-5000	54	0.20	250081	1.54
5001-10000	69	0.25	502320	3.09
10000 ABOVE	47	0.17	10412096	63.97
Total	27475	100.00	16273800	100.00

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[In terms of Regulation 34(3) and Schedule V Para C Sub Clause (10)(i) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of,
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**, having CIN L24233MP1985PLC002709 and having registered office at 11/12, SECTOR E SANWER ROAD INDORE - 452015 (M.P.) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Details of Directors:

S.No	Name of Director	DIN	Date of Appointment in Company
1	Mr. Ramesh Shah	00028819	04th January, 1985
2	Mr. Romil Shah	00326110	30th July, 2005
3	Mrs. Shaila Jain	00326130	31st January, 2003
4	Mr. Satish Beohar	09220291	30th June, 2021
5	Mr. Ashok Kumar Ramawat	08818263	25th August, 2020
6	Mr. Ketan Shah	08818212	25th August, 2020

Ensuring the eligibility for appointment / continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For L.N.Joshi & Co.,
Company Secretaries,**

**L.N. Joshi
Proprietor**

M. No: F5201, CP No: 4216

UDIN: F005201E000760197

Peer Review Certificate No. 1722/2022

Unique Code Number: S2002MP836100

**Dated : 14th August, 2023
Place : Indore**

MD / CFO COMPLIANCE CERTIFICATE

[Pursuant to Regulation 17(8) and Schedule II Part B of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

11/12, Sector E, Sanwer Road,

Indore (M.P.) 452015

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 prepared based on the Indian Accounting Standards for the financial year ended on 31.03.2023 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards laws and regulations.
- B. that there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 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 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 taken or propose to be taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee about:
- (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) That there were no 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 AND PHARMACEUTICALS LIMITED**Pawan Singh Rajput**
Chief Financial Officer**Ramesh Shah**
Chairman & Managing Director
DIN: 00028819

Date : 30th May 2023

Place : Indore

**COMPLIANCE CERTIFICATE FROM STATUTORY AUDITORS
REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER
SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To
The Members of
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
11/12, Sector E, Sanwer Road,
Indore (M.P.) 452015

We have examined the compliance of conditions of Corporate Governance by **Biofil Chemicals and Pharmaceuticals Limited** ('the Company') for the year ended 31st March, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, as amended from time to time ('SEBI Listing Regulations').

The compliance of conditions of Corporate Governance as stipulated under the SEBI Listing Regulations is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 SEBI Listing Regulations.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant and as per the Guidance Note on Reports or Certificates for Special Purposes and Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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 Maheshwari & Gupta
Chartered Accountants,
F.R.N.: 006179C

Date : 08/08/2023
Place : Indore

CA SUNIL MAHESHWARI
Partner
M.NO : 403346
UDIN : 23403346BGUKIL5418

INDEPENDENT AUDITOR'S REPORT

To,
The Members of,
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Indore

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**, ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit & Loss, (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended 31st March 2023, and notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each key audit matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the Ind AS financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key Audit Matters	How our Audit addressed the key Audit Matters
<p>Revenue Recognition</p> <p>The management is of the opinion that it controls the goods before transferring them to the customer.</p> <p>The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the appropriate accounting period.</p> <p>Revenue is measured net of returns and allowances, trade discounts and volume rebates (collectively 'Discount and rebates'). There is a risk that these discount and rebates are incorrectly recorded as it also requires ascertain degree of estimation, resulting in understatement of the associated expenses and accrual.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from Contracts with Customers', it was determined to be a key audit matter in our audit of the Ind AS Financial Statements.</p>	<p>We assessed the Company's process to identify the impact of adoption of new Revenue Accounting Standard (Ind AS 115).</p> <p>Our audit approach included assessment of design and testing of operating effectiveness of internal controls related to revenue recognition, calculation of discounts and rebates and other substantive testing. We carried out:</p> <p>Evaluation of the design of internal controls relating to implementation of new revenue accounting standard.</p> <ul style="list-style-type: none"> • Selection of samples of both continuing and new contracts for <ul style="list-style-type: none"> - testing of operating effectiveness of the internal control - identification of contract wise performance obligations and - Determination of transaction price. • Verification of individual sales transaction on sample basis and traced to sales invoices, sales orders and other related documents. Further, the samples were checked

Key Audit Matters	How our Audit addressed the key Audit Matters
	<p>for revenue recognition as per the shipping terms.</p> <ul style="list-style-type: none"> • Sample of sales transactions were selected pre- and post year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods. • Direct confirmations were obtained from customers to support existence assertion of trade receivables and assessed the relevant disclosures made in the Financial Statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards. • In the cases where direct confirmations are not available, additional procedures were applied in respect of receipts in the Subsequent period.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report 2022-23, but does not include the Ind AS financial statements and our auditor's report thereon. Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS 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 of these Ind AS financial Statements that give a true and fair view of the financial position, financial performance,(changes in equity)and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015,as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure-A" a statement on the matters specified in paragraphs 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 (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect 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 B".
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
 - (h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations, hence the impact of pending litigations on its financial position in its Financial Statements is not disclosed.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not paid any dividend during the year ended 31st March, 2023.

Place : Indore
Date : 30th May, 2023

For MAHESHWARI & GUPTA,
Chartered Accountants,
F.R.N.: 006179C
CA. SUNIL MAHESHWARI
Partner
M.NO : 403346
UDIN: 23403346BGUKIO5653

**Annexure A - Referred to in paragraph under the heading
'Report on Other Legal and Regulatory Requirements' of our report of even date to the
members of Biofil Chemicals and Pharmaceuticals Limited for the year ended March 31, 2023**

- i. (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The company does not have any intangible assets.
- (b) The management, during the year, has physically verified the Property, Plant and Equipment of the company and no material discrepancies were noticed on such physical 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 all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- (d) As informed and explained to us, the management has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (previously known as Benami Transactions (Prohibition) Act, 1988) and rules made there under.
- ii. (a) Physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed during such physical verification by the management.
- (b) As informed and explained to us by the management, at any point of time during the year, the company has not been sanctioned working capital limits in excess of 5 crore rupees, in aggregate, from banks.
- iii. During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments made have been complied with by the Company. Further, in our opinion and according to the information and explanations given to us, there are no loans, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Act are applicable. Accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to that extent to the Company.
- v. The Company has not accepted any deposits under sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- vi. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Act.
- vii. (a) According to the books of accounts and records examined by us as per the generally accepted auditing practices in India, in our opinion, the company has been regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employee's state insurance, Income Tax, Duty of Customs, Cess and any other Statutory dues to the appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no amounts payable in respect of income tax, wealth tax, service tax, sales tax, goods & service tax, customs duty and excise duty which have not been deposited on account of any disputes.
- viii. According to the explanations and information given to us by the management, there has been no amount surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to lenders.
- (b) According to the information provided to us by the management, the company has not been declared as a wilful defaulter by any bank or financial institution or any other lender.
- (c) The term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial Statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiary.
- x. (a) The Company did not raise any money by way of initial public offer/ further public offer (including debt instruments).
(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally convertible) during the period under audit.
- xi. (a) According to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the year under audit.3
(b) No report under sub section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.
(c) As per our information and according to the explanations given to us, no whistle blower complaints were received by the company during the year.
- xii. In our opinion, the company is not a Nidhi Company and therefore, the provisions of clause (xii)(a), (xii)(b) and (xii)(c) of para 3 of the said order are not applicable to the Company.
- xiii. 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 Ind AS financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information and explanations given by management, the company has an internal audit system commensurate with the size and nature of its business.
(b) The reports of the Internal Auditors for the period under audit were duly obtained and considered by us.
- xv. 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 any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- xvi. (a) According to the information and explanations given to us by the management, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
(b) According to the information and explanations given to us by the management, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(c) According to the information and explanations given to us by the management, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
(d) According to the information and explanations given to us by the management, the Group does not have any CIC as part of the Group, hence clause (xvi)(d) of paragraph 3 of the said order is not applicable to the company.
- xvii. The company has not incurred any cash losses in the current financial year and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and in our knowledge of the Board of Directors and management plans we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. According to the information and explanations given to us by the management, and on the basis of our examination of the records of the company, there was no such unspent amount to be transferred to the fund specified in schedule VII to the Companies Act, 2013 , pursuant to section 135 of the Companies Act, 2013, and therefore sub-clauses (a) and (b) of clause (xx) of para 3 are not applicable.
- xxi. Since this report is being issued in respect of standalone financial statements of the company, hence clause (xxi) of paragraph 3 of the said Order is not applicable to the company.

Place : Indore
Date : 30th May, 2023

For MAHESHWARI & GUPTA,
Chartered Accountants,
F.R.N.: 006179C

CA. SUNIL MAHESHWARI
Partner
M.NO : 403346
UDIN: 23403346BGUKIO5653

ANNEXURE B - Referred to in paragraph (f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Biofil Chemicals and Pharmaceuticals Limited for the year ended March 31, 2023

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to the financial statements of **Biofil Chemicals and Pharmaceuticals Limited** (the "Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company 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 (the "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 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the IndAS financial statements of the Company 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 the ICAI and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to the IndAS financial statements was 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 with reference to the IndAS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the IndAS financial statements 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 auditor's judgement, 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 with reference to the IndAS financial statements.

Meaning of Internal Financial Controls with reference to these IndAS financial statements

A company's internal financial control with reference to these IndAS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of IndAS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these IndAS financial statements 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 IndAS 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 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 IndAS financial statements.

Inherent Limitations of Internal Financial Controls with reference to these IndAS financial statements

Because of the inherent limitations of internal financial controls with reference to these IndAS financial statements, 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 with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these IndAS financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these Ind AS Financial Statements and such internal financial controls over financial reporting with reference to these Ind AS Financial Statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting 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 ICAI.

For MAHESHWARI & GUPTA,
Chartered Accountants,
F.R.N.: 006179C

CA. SUNIL MAHESHWARI
Partner
M.NO : 403346

UDIN: 23403346BGUKIO5653

Date : 30th May, 2023
Place : Indore

BALANCE SHEET AS AT MARCH 31, 2023

(Amount in Lacs)

PARTICULARS	NOTE	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-current assets			
Property, plant and equipment	4	900.07	941.93
Total Non-current assets		900.07	941.93
(2) Current Assets			
Inventories	5	121.34	129.32
Financial Assets			
Trade Receivables	6	2050.27	717.37
Cash and cash equivalents	7	3.76	14.49
Other current assets	8	65.12	70.12
Total Current assets		2240.50	931.30
TOTAL ASSETS		3140.57	1873.22
EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	9	1,627.38	1,627.38
Other Equity			
Securities premium	9C	172.82	172.82
Retained earnings		(3259.57)	(3305.95)
Other reserves		3189.52	3,189.52
Total equity		1730.15	1683.76
(2) Non Current liabilities			
Deferred Tax Liabilities (Net)	10	37.87	39.98
Total Non Current liabilities		37.87	39.98
(3) Current liabilities			
Financial liabilities			
Borrowings	11	52.53	46.47
Trade Payables	12		
i. Total outstanding dues to micro & small enterprises		-	-
ii. Total outstanding dues to creditors other than micro & small enterprises		1264.99	59.63
Other financial liabilities	13	32.33	16.28
Provisions	14	23.00	27.10
Total Current liabilities		1372.55	149.48
TOTAL EQUITY AND LIABILITIES		3140.57	1873.22
Summary of significant accounting policies	3		
The accompanying summary of significant accounting policies and other explanatory information are as an integral part of the financial statements.			
As per our Report of even date		For and on behalf of board of Directors of BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED	
For MAHESHWARI & GUPTA		Ramesh Shah	Ketan Shah
CHARTERED ACCOUNTANTS		Chairman & Managing Director	Whole Time Director
ICAI Registration No. 006179C		DIN : 00028819	DIN : 08818212
CA. SUNIL MAHESWARI,		Shweta Verma	Pawan Singh Rajput
Partner		Company Secretary	Chief Financial Officer
Membership No. 403346		Meb. No.: A70184	
UDIN : 23403346BGUKIO5653			
Place : Indore		Place : Indore	
Date : 30.05.2023		Date : 30.05.2023	

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2023

(Amount in Lacs Except EPS)

PARTICULARS	NOTE	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Income			
I Revenue from operations	15	3003.52	2238.23
II Other income	16	9.70	15.03
III Total Income (I+II)		3013.52	2253.26
IV Expenses			
Cost of Material Consumed	17	391.83	226.76
Purchases of Goods Traded	18	2370.63	1360.27
Changes in inventories of finished goods, goods traded and work in progress	19	(20.13)	359.01
Employee benefits expense	20	62.38	78.67
Finance costs	21	4.25	4.06
Depreciation and amortisation expenses	22	42.91	42.75
Other expenses	23	82.04	80.26
Total Expenses		2933.92	2151.77
V Profit/(loss) before exceptional items and tax (III-IV)		79.30	101.49
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		79.30	101.49
VIII Tax Expenses			
Current tax	24	23.00	27.10
Deferred tax		1.14	4.02
Adjustment of tax relating to earlier periods		(0.88)	0.53
Income Tax Expense		23.26	31.65
IX Profit/(loss) for the period (VII-VIII)		56.04	69.84
X Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods		-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
- Re-measurement gains/(losses) on defined benefit plans		(12.91)	1.35
- Income tax effect		3.25	(0.34)
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		(9.66)	1.01
Other comprehensive income for the year, net of tax		(9.66)	1.01
XI Total comprehensive income for the year, net of tax		46.38	70.86
XII Earnings per share (computed on the basis of profit for the year)			
Basic (Face Value Rs. 10 each)	25	0.34	0.44
Diluted (Face Value Rs. 10 each)	25	0.34	0.44
Summary of significant accounting policies	3		

The accompanying summary of significant accounting policies and other explanatory information are as an integral part of the financial statements.

For and on behalf of board of Directors of
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
**As per our Report of even date
For MAHESHWARI & GUPTA
CHARTERED ACCOUNTANTS
ICAI Registration No. 006179C**
Ramesh Shah
Chairman & Managing Director
DIN : 00028819

Ketan Shah
Whole Time Director
DIN : 08818212

CA. SUNIL MAHESWARI,
Partner
Membership No. 403346
UDIN : 23403346BGUKIO5653
Shweta Verma
Company Secretary
Meb. No.: A70184

Pawan Singh Rajput
Chief Financial Officer

Place : Indore
Date : 30.05.2023

Place : Indore
Date : 30.05.2023

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 March 2023**

A. EQUITY SHARE CAPITAL:

(Amount in Lacs)

Equity share of Rupees 10/- each	Balance at the beginning of the year		Changes during the year		Balance at the end of the year	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
2022-23	16,273,800	1,627.38	-	-	16,273,800	1,627.38
2021-22	16,273,800	1,627.38	-	-	16,273,800	1,627.38

B. OTHER EQUITY

(Amount in Lacs)

Particulars	General Reserve	"Securities "Premium"	"Retained "earnings"	"Other Comprehensive "Income "	Total
2022-23					
Balance at the beginning of the year	3,189.52	172.82	(3,309.59)	3.64	56.39
Prior period errors	-	-	-	-	-
Restated balance	3,189.52	172.82	(3,309.59)	3.64	56.39
Profit for the year	-	-	56.04	9.66	46.38
Total	3,189.52	172.82	(3,253.55)	(6.02)	102.77
2021-22					
Balance at the beginning of the year	3,189.52	172.82	(3379.43)	2.62	(14.47)
Prior period errors	-	-	-	-	-
Restated balance	3,189.52	172.82	(3379.43)	2.62	(14.47)
Profit for the year	-	-	69.84	1.01	70.86
Total	3,189.52	172.82	(3,309.59)	3.64	56.39

As per our Report of even date
For MAHESHWARI & GUPTA
 CHARTERED ACCOUNTANTS
 ICAI Registration No. 006179C
CA. SUNIL MAHESHWARI,
 Partner
 Membership No. 403346
UDIN : 23403346BGUKIO5653

Place : Indore
 Date : 30.05.2023

**For and on behalf of board of Directors of
 BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

Ramesh Shah
 Chairman & Managing Director
 DIN : 00028819

Shweta Verma
 Company Secretary
 Mem. No.: A70184

Place : Indore
 Date : 30.05.2023

Ketan Shah
 Whole Time Director
 DIN : 08818212
Pawan Singh Rajput
 Chief Financial Officer

**CASH FLOW STATEMENT
FOR THE YEAR ENDED March 31, 2023**

(Amount in Lacs)

PARTICULARS	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Cash flow from operating activities		
Profit before tax	79.30	101.49
Profit before tax	79.30	101.49
Adjustments to reconcile profit before tax to net cash used in operating activities	0.00	0.00
Depreciation of property, plant and equipment	42.91	42.75
Finance cost	4.25	4.06
Impact Considered in OCI	-9.66	1.01
	116.81	149.31
Provision for doubtful advances/debts		
Working capital adjustments	0.00	0.00
Increase/ (Decrease) in Inventory	7.97	305.14
(Increase)/ Decrease in Trade Receivable	(1332.90)	1004.42
(Increase)/ Decrease in Trade Receivable, Non Current	0.00	0.00
(Increase)/ Decrease in other current assets	5.00	75.74
(Increase)/ Decrease in other non current assets	0.00	0.00
(Increase)/ Decrease in other financial assets, current	0.00	0.00
(Increase)/ Decrease in other financial assets, non-current	0.00	0.00
Increase/ (Decrease) in trade payables	1,205.36	(1,525.57)
Increase/ (Decrease) in trade payables- Non-Current	0.00	0.00
Increase/ (Decrease) in other financial liabilities	16.05	1.90
Increase/ (Decrease) in other financial liabilities- Non-current	0.00	0.00
Increase/ (Decrease) in other liabilities	(6.21)	-1.29
Cash generated from operations	12.08	9.66
Tax Expenses		
Current Tax	(23.00)	(27.10)
Deferred Tax	(1.14)	(4.02)
Adjustment of tax relating to earlier periods	0.88	(0.53)
Net cash flows from operating activities	(11.18)	(21.99)
Cash flow from investing activities		
Payment for purchase and construction of property, plant and equipment	(1.06)	(6.99)
Proceeds from sale of property, plant and equipment	0.00	0.00
(Increase)/ Decrease in other bank balances	0.00	0.00
Interest received	0.00	0.00
Net cash flows from investing activities	(1.06)	(6.99)
Cash flow from financing activities		
Increase/(decrease) in Borrowings	5.76	3.48
Deemed Investment by Holding Company	0.00	0.00
Finance cost	(4.25)	(4.06)
Net cash flows from financing activities	1.51	(0.58)
Net increase / (decrease) in cash and cash equivalents	(10.73)	(29.56)
Cash and cash equivalents at the beginning of the year	14.49	44.05
Cash and cash equivalents at the end of the year	3.76	14.49
Increase /(Decrease) in cash and cash equivalents	(10.73)	(29.55)
Cash and cash Equivalent comprises of		
a) Balances with banks	1.17	6.00
b) Cash on hand	2.60	8.50

The accompanying summary of significant accounting policies and other explanatory information are as an integral part of the financial statements.

**As per our Report of even date
For MAHESHWARI & GUPTA
CHARTERED ACCOUNTANTS
ICAI Registration No. 006179C
CA. SUNIL MAHESWARI,
Partner
Membership No. 403346
UDIN : 23403346BGUKIO5653
Place : Indore
Date : 30.05.2023**

**For and on behalf of board of Directors of
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

Ramesh Shah
Chairman & Managing Director
DIN : 00028819

Shweta Verma
Company Secretary
Meb. No.: A70184

Place : Indore
Date : 30.05.2023

Ketan Shah
Whole Time Director
DIN : 08818212

Pawan Singh Rajput
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

1 Corporate Information

Biofil Chemicals And Pharmaceuticals Limited is public limited Company in India with its registered office at Indore Madhya Pradesh India. The Company is listed on BSE Limited and National Stock Exchange of India Limited.(NSE) The Company deals in manufacturing and trading of Pharmaceuticals. Further the company also deals in providing job work facility in respect of manufacturing of pharmaceuticals drug. The company runs its business via two unit viz Pharmaceutical Division & Chemicals Division.

"The functional and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Company operates.

The financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 30, 2023.

2 Basis of preparation

a Statement of Compliance

The financial statements of the company have been prepared in accordance with and comply in all material aspects with Indian Accounting Standards ("Ind AS") as notified under section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act.

b Functional and presentation currency

These financial statements are presented in Indian rupees (in lakhs), which is the Company's functional currency. All amounts have been amount in Lakhs, unless otherwise indicated.

c Use of Estimates and Judgement

The preparation of financial statements in accordance with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods if affected. The most significant estimates and assumptions are described below:

(i) Recognition and measurement of Provisions and Contingencies

The Company's Management estimates Key assumptions about the likelihood and magnitude of an outflow of resources; based on available information and the assumptions and methods deemed appropriate. Wherever required, these estimates are primarily prepared with the assistance of legal counsel. As additional information becomes available to the Company, estimates are revised and adjusted periodically.

(ii) Recognition of Deferred Tax Assets

The Management makes estimates as regards to availability of future taxable profits against which unabsorbed depreciation/ tax losses carried forward can be used.

(iii) The financial statements are presented in Indian Rupee ('INR') which is also the Company's functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated. Wherever the amount represented '0' (zero) construes value less than Rupees five thousands.

3 Summary of significant accounting policies

3.01 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

3.02 Foreign currencies

The Company's financial statements are presented in INR, which is also the company's functional currency.

3.03 Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date the transaction first qualifies for recognition.

3.04 Fair value measurement

The company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at the transition date except for certain class of assets which are measured at fair value as deemed cost.

3.05 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised.

3.06 Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

3.07 Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

3.08 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the country where the Company operates and generates taxable income.

"Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

"Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate."

3.09 Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be

recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

3.10 Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Company will pay normal income tax during the specified period. MAT paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

3.11 Property, plant and equipment

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost in accordance with the exemption provided under IND AS 101.

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any such cost includes the cost of replacing part of the plant and equipment and borrowing its for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on property, plant and equipment is calculated on a WDV basis using the rates arrived at based on the useful lives estimated by the management which coincides with the rates as per Schedule II of the Companies Act, 2013. The useful life of major assets are as under :

Asset class	Useful lives
Building	30 years
Plant & Machinery	20 years
Office equipment	5 years
Other Assets	15 years
Furniture & fixtures	10 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.12 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.13 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the

the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2015, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

3.14 Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

3.15 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and components, stores and spares : COST includes COST of purchase and other costs incurred in bringing the inventories to its present location and condition. Cost is determined on moving weighted average basis.
- Finished goods and work in progress : cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.16 Impairment of Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ('Financial Instruments') requires expected credit losses to be measured through a loss allowance. The Company follows 'simplified approach' for recognition of impairment loss allowances. All financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

3.17 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

3.18 Contingent liabilities & Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent assets is not recognised unless it becomes virtually certain that an inflow of economic benefits will

arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

3.19 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

3.20 Retirement and other employee benefits

i. Defined contribution plan

Retirement benefits in the form of provident fund, Pension Fund and Employees state Insurance Fund are a defined contribution scheme and the contributions are charged to the Statement of profit and loss of the period when the employee renders related services. There are no other obligations other than the contribution payable to the respective authorities.

ii. Defined benefit plan

Gratuity liability for eligible employees are defined benefit obligation and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Obligation is measured at the present value of estimated future cash flows using discounted rate that is determined by reference to market yields at the balance sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligation.

Remeasurements, comprising of actuarial gains and losses excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

3.21 Financial instruments

Financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and financial liabilities.

Financial Assets

Initial recognition and measurement

All financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Subsequent measurement

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses

arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognised in Other Comprehensive Income (OCI).

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised when the obligation specified in the contract is discharged or cancelled or expires.

Financial liabilities**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and borrowings.

Loans and Borrowings

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance cost in the statement of profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a

change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

3.22 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.23 Segment Reporting

Based on "Management Approach" as defined in Ind AS 108 - Operating Segments, the management evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies :

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

3.24 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.25 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2023, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The company does not expect the amendment to have any significant impact in its financial statements.

3.26 Mandatory exceptions applied – Standard Issued but not yet effective.

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

NOTE : 04 Property Plant and equipment

(Amount in Lacs)

Particulars	Deemed Cost / Cost			Accumulated Depreciation			Net Block		
	As on April 01 2022	Additions	Deletions	As on March 31 2023	As on April 01 2022	Additions	Deletions	As on March 31 2023	As on March 31 2022
TANGIBLE ASSETS									
Lease Hold Land	449.59	-	-	449.59	-	-	-	449.59	449.59
Work in progress	-	-	-	-	-	-	-	-	-
Building	298.00	0.96	-	298.95	71.51	13.10	-	214.35	226.49
Plant and Machinery	374.16	0.10	-	374.26	117.67	26.48	-	230.10	256.48
Electric Installations	24.33	-	-	24.33	20.65	2.79	-	0.89	3.68
Cycle	0.02	-	-	0.02	0.02	-	-	0.01	0.01
Office Equipments	10.90	-	-	10.90	8.48	0.26	-	2.15	2.41
Vehicles	4.71	-	-	4.71	1.44	0.29	-	2.98	3.27
TOTAL	1,161.70	1.06	-	1,162.76	219.77	42.91	-	900.07	941.93

(Amount in Lacs)

Particulars	Deemed Cost / Cost			Accumulated Depreciation			Net Block		
	As on April 1 2021	Additions	Deletions	As on March 31 2022	As on April 01 2021	Additions	Deletions	As on March 31 2022	As on March 31 2021
TANGIBLE ASSETS									
Lease Hold Land	449.59	-	-	449.59	-	-	-	449.59	449.59
Work in progress	-	-	-	-	-	-	-	-	-
Building	298.00	-	-	298.00	58.44	13.07	-	226.49	239.56
Plant and Machinery	367.83	6.33	-	374.16	91.37	26.30	-	256.48	276.46
Electric Installations	24.00	0.34	-	24.33	17.88	2.77	-	3.68	6.11
Cycle	0.02	-	-	0.02	0.02	-	-	0.01	0.01
Office Equipments	10.57	0.32	-	10.90	8.16	0.32	-	2.41	2.41
Vehicles	4.71	-	-	4.71	1.15	0.29	-	3.27	3.55
TOTAL	1,154.71	6.99	-	1,161.70	177.03	42.75	-	941.93	977.69

Notes forming Part of the Financial Statements as at March 31, 2023

(Amount in Lacs)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Note 5 : Inventories		
Raw Material	67.76	96.11
Stores and Spares	0.53	0.28
Finished Goods	53.06	22.58
Work in process	-	10.35
Total	121.34	129.32

Inventories are valued at cost or net realisable value whichever is lower. The cost formulas used is First in-First Out (FIFO) in case of Raw Material, Ancillary Raw Material and Stores & Spares. The cost of inventories comprises all cost of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition.

Note 6 : Trade Receivables

Considered good - Secured	0.00	0.00
Considered good - Unsecured	2024.84	686.79
Trade Receivables which have significant credit risk	0.00	0.00
Trade Receivables - Credit Impaired	33.91	33.97
Less-Allowances For Credit Losses	(8.48)	(3.39)
Total	2050.27	717.37

(Amount in Lacs)

Particulars	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good		1476.67	399.98	135.66	12.54	-	2024.84
(ii) Undisputed Trade Receivables – which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	33.91	33.91
(iv) Disputed Trade Receivables – considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired		-	-	-	-	-	-
Unbilled Dues	Nil						

Trade Receivable ageing (As On 31st March 2022)

(Amount in Lacs)

Particulars	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good		337.80	323.28	15.04	1.31	9.42	686.85
(ii) Undisputed Trade Receivables – which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	33.91	33.91
(iv) Disputed Trade Receivables – considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired		-	-	-	-	-	-
Unbilled Dues	Nil						

Notes forming Part of the Financial Statements as at March 31, 2023
(Amount in Lacs)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
The Company uses expected credit loss allowance for Trade Receivables based on Management Projections. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days		
Note 7 (i): Cash and cash equivalents		
Balances with banks:		
- On current accounts	1.17	6.00
- On escrow accounts	-	-
- Deposits with original maturity of less than three months	-	-
Cash on hand	2.60	8.50
Earmarked Balances with Banks :		
Against Unpaid Dividend		-
Total	3.76	14.49
Note 8 : Other Current assets		
Income-tax asset (net of provision for tax)	26.74	20.00
Work-in-progress	23.69	24.80
Duties and taxes receivable	0.00	0.53
Prepaid expenses	14.69	24.80
Security Deposits	0.00	0.00
Total	65.12	70.12
Note 9 : Equity		
A) Equity share capital		
Authorised share capital		
At the beginning of the year	2000.00	2000.00
Increase/(decrease) during the year	-	-
At the end of the year	2000.00	2000.00

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Rs. in Lacs	No. of Shares	Rs. in Lacs
Issued Share Capital				
Equity shares of INR 10/- each issued, subscribed and fully paid.	16,273,800	1627.38	16,273,800	1627.38

a) Reconciliation of the number of shares outstanding and the amount of share capital:

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Rs. in Lacs	No. of Shares	Rs. in Lacs
Equity shares of INR 10/- each issued , subscribed and fully paid				
At the beginning of the year	16,273,800	1627.38	16,273,800	1627.38
Decrease during the year	-	-	-	-
Increase during the year	-	-	-	-
At the end of the year	16,273,800	1627.38	16,273,800	1627.38

b) Terms / rights attached to equity shares

The company has one class of equity shares having par value of Rs. 10/- per share per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

B) Details of shareholders holding more than 5% shares and held by the holding company :

Particular	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Scope Finance Company Private Limited	22,62,500	13.90%	22,62,500	13.90%
Smitesh Sanalal Shah	2,85,324	1.75%	10,82,740	6.65%

Particular	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Mid India Pharmaceuticals Private Limited	11,75,250	7.22%	11,75,250	7.22%
Cyano Finance and Sales Private Limited	8,76,450	5.39%	8,76,450	5.39%
Starline Equifin Private Limited	13,40,943	8.24%	14,19,645	8.72%

Shareholding of Promoter-Shares held by promoters at the end of the year	No. of share		% of total share		% Change during share the year	
	2023	2023	2022	2023	2023	2022
	Cyano Finance And Sales Pvt. Ltd.	876450	876450	5.39	5.39	
Mid (India) Pharmaceuticals Pvt Ltd	1175250	1175250	7.22	7.22		
Scope Finance Company Private Limited	2262500	2262500	13.90	13.90		
Niyati Shah	300000	300000	1.84	1.84		1.84
Kiran Shah	63100	63100	0.39	0.39		
Meena Shah	585216	193280	3.60	1.19	2.41	
Trupti Shah	101750	101750	0.63	0.63		
Smitesh Sanalal Shah	285324	1082740	1.75	6.65	-4.90	
Ramesh Shah	493940	493940	3.04	3.04		-1.84
Ketan Shah	417965	340800	2.57	2.09	0.48	
Sandeep Shah	434915	106600	2.67	0.66	2.01	
Romil Shah	382550	382550	2.35	2.35		
Ritu Shah	87100	87100	0.54	0.54		
Meet Shah	87200	87200	0.54	0.54		
Rohan Shah	65500	65500	0.40	0.40		

C) Other Equity	As at March 31, 2023	As at March 31, 2022
	Amount In Lacs	Amount In Lacs
Security Premium		
As at April 01, 2022	172.82	172.82
Addition/Deletion	-	-
As at March 31, 2023	172.82	172.82
Other Reserves (General reserves) :	3,189.52	3,189.52
a. General reserve :	1,975.00	1,975.00
The reserve is created by transfer of a portion of the net profit.		
b. Share Premium Reserve :	660.49	660.49
Amounts received on issue of shares in excess of the par value has been classified as securities premium, net of utilization		
c. Forfeited Share Reserve :	172.82	172.82
This reserve is created against forfeited share of the company.	-	-
d. Reserve created of Capital Subsidy :	5.00	5.00
Capital Reserve was created on receipt of Government subsidy for setting up factory in backward area, transferred to general reserve in current year	-	-
e. Reserve created of valuation on assets :	376.21	376.21
This reserve is created against revaluation of assets of the company.		
Retained Earnings	(3,295.57)	(3,305.96)
Retained earnings comprises of the amounts that can be distributed by the company as dividends to its equity share holders		

Note 10 : Deferred Tax Liabilities (Net)

Deferred Tax Liability		
On Account of tax Effects on Timing Differences arising due to	40.95	41.89
Property Plant & Equipment	-	-
Deferred Tax Asset	(0.94)	(1.05)
Provision for Gratuity	(2.13)	(0.85)
Allowance for Credit losses	0.00	0.00
Total	37.87	39.98

Notes forming Part of the Financial Statements as at March 31, 2023
(Amount in Lacs)

PARTICULARS	As at March 31, 2023	As at March 31, 2022				
Note 11 : Borrowings						
Current Borrowings						
Inter Corporate Deposits (Unsecured)	52.23	46.47				
Total	52.23	46.47				
Note 12 : Trade Payables						
Total outstanding dues to Micro and eneterprises (Refer Note No. 27)	-	-				
Total outstanding dues to creditors other than micro and small enterprises	1264.99	59.63				
Total	1264.99	59.63				
Trade Payable ageing (As on 31st March 2023)	(Rs. in Lacs)					
Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3years	More than 3 years	
(i) MSME		-	-	-	-	-
(ii) Others		1236.84	11.29	-	16.86	1264.99
(iii) Disputed dues - MSME		-	-	-	-	-
(iv) Disputed dues - Others		-	-	-	-	-
Trade Payable ageing (As on 31st March 2022)	(Rs. in Lacs)					
Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3years	More than 3 years	
(i) MSME		-	-	-	-	-
(ii) Others		43.58	0.79	2.83	12.43	59.63
(iii) Disputed dues - MSME		-	-	-	-	-
(iv) Disputed dues - Others		-	-	-	-	-
Principle	-	-				
Interest	-	-				
	-	-				
	-	-				
	-	-				
	-	-				
Note 13 : Other financial liabilities						
Employee benefits payable	3.72	6.56				
Other Payable	28.61	9.72				
Total	32.33	16.28				

Notes forming Part of the Financial Statements as at March 31, 2023

(Amount in Lacs)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Note 14 : Provisions		
Current		
Provison for tax	23.00	27.10
Total	23.00	27.10
Terms and conditions of the above financial liabilities: Trade payables are non-interest bearing and are normally settled on 90 day terms. For terms and conditions with related parties, For explanations on the Company's credit risk management processes		
Note 15 : Revenue From Operations		
Sale of goods Traded Goods	2419.61	1844.32
Sale of manufactured goods	583.91	337.71
Other operating revenue		
- Conversion Charges	0.00	56.20
Total	3003.52	2238.23
Note 16 : Other Income		
Lease Rent	4.20	4.20
Misc income	0.61	4.55
Interest on others	0.16	2.10
Commission and Handling Charges received	4.73	4.18
Service Charge	-	-
Electricity Charges received for Earlier Year	-	-
Profit on Sale of Asset	-	-
Total	9.70	15.03
Note 17 : Cost of Material Consumed		
Cost of Material Consumed	391.83	226.76
Total	391.83	226.76
Note 18 : Purchases of Goods Traded		
Purchases of Goods Traded	2370.63	1360.27
Total	2370.63	1360.27
Note 19 : Changes in inventories of work in progress, stock in trade and finished goods.		
Opening Balance		
- Work in progress	10.35	9.50
- Finished Goods	22.58	382.44
	32.93	391.94
Closing Balance		
- Work in progress	-	10.35
- Finished Goods	53.06	22.58
	53.06	32.93
Total changes in inventory of work in progress, stock in trade and finished goods	Total	Total
	(20.13)	359.01
Note 20 : Employee benefits expenses		
Salaries, wages and bonus	54.20	68.02
Contribution to provident and other funds	4.77	5.27
Staff welfare expenses	0.58	1.07
Leave encashment	-	-
Gratuity Expenses	2.82	4.30
Prior year Expenses (gratuity)	-	-
Total	62.38	78.67

Notes forming Part of the Financial Statements as at March 31, 2023

(Amount in Lacs)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Note 21 : Finance Cost		
Bank Charges	0.06	0.16
Interest on		
- loans from banks and financial institutions	-	-
- on loan from others	4.19	3.90
Total	4.25	4.06
Note 22 : Depreciation and amortisation expenses		
Depreciation on plant and equipment	42.91	42.75
Total	42.91	42.75
Note 23 : Other expenses		
Repair and Maintenance	4.88	5.60
Laboratory Charges	-	-
Labour Charges	0.17	2.90
Legal Professional & Consultancy	12.51	16.82
Printing & Stationary	0.57	0.41
Power and Fuel	32.93	30.28
Freight & Cartage	10.88	6.08
Listing Expenses	5.60	5.40
Payment to Auditors	0.30	0.30
Sales Commission	0.62	-
Insurance	0.71	1.34
Travelling & Conveyance	3.58	3.19
Communication Cost	0.11	0.33
Donation	-	-
Advertisement & Publicity	1.00	0.74
Security expenses	0.24	1.89
Miscellaneous Expenses	7.95	4.99
Total	82.04	80.26
Payment to Auditor		
As auditors:		
- Statutory Audit Fees	0.25	0.25
- Limited Review Fees	0.05	0.05
Total	0.30	0.30
Note 24 : Income tax Reconciliation		
(a) Amounts recognised in Statement of profit and loss		
The major components of income tax expense for the years ended March 31, 2023 and March 31, 2022 are:		
Current income tax:	25.17%	27.82%
Current income tax charge	23.00	27.10
Adjustment of tax relating to earlier periods	(0.88)	0.53
Deferred tax Liability	1.14	4.02
Deferred tax of amounts recognised in other comprehensive income	(3.25)	0.34
Income tax expense reported in the statement of profit or loss	20.01	31.99
Reconciliation of tax expenses and the accounting of profit multiplied by Indian Domestic tax rate for March 31, 2023 and March 31, 2022 are:		
Accounting profit before tax	79.30	101.49
Tax rate under Normal / MAT	25.17%	27.82%
(b) Reconciliation of effective tax rate		
Accounting profit before tax	79.30	101.49
Tax rate under Normal rate/MAT	25.17%	27.82%
At India's Statutory income tax rate	19.96	28.24
Expenses disallowed not deductible	10.80	11.89

Notes forming Part of the financial statements as at March 31, 2023

(Amount in Lacs)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Income not chargeable to tax / Expenses allowed	(9.20)	(10.17)
Unutilised tax credits	-	-
Utilised MAT tax credits	-	-
Adjustment of tax relating to earlier periods	(0.88)	0.53
Deferred Tax on account of Property, Plant and Equipment and Intangible Assets	(0.94)	5.90
Deferred Tax on account of Financial Assets and Other Items	(1.16)	(1.54)
Tax at effective income tax rate	18.57	34.85
Effective Tax Rate (in %)	23.42%	34.33%

(c) Movement in deferred tax balances

(Amount in Lacs)

Particulars	As at 01.04.2022	Adjusted in Retained Earnings	For the F.Y. 2022 - 23		As at 31.03.2023
			Recognised in profit or loss	Recognised in OCI	
Deferred Tax Liabilities					
Depreciation	41.89	-	(0.94)	-	40.95
Total - Deferred Tax Liabilities	41.89	-	(0.94)	-	40.95
Deferred Tax Assets					
On Employee Benefit	1.06	-	(3.37)	3.25	0.94
On Allowance for Bad & doubtful Debts	0.85	-	1.28	-	2.13
Total - Deferred Tax Assets	1.91	-	(2.09)	3.25	3.07
Net tax (Assets)/Liabilities	38.98	-	1.14	(3.25)	37.87

(Amount in Lacs)

Particulars	As at 01.04.2021	Adjusted in Retained Earnings	For the F.Y. 2021 - 22		As at 31.03.2022
			Recognised in profit or loss	Recognised in OCI	
Deferred Tax Liabilities					
Depreciation	35.99	-	5.90	-	41.89
Total - Deferred Tax Liabilities	35.99	-	5.90	-	41.89
Deferred Tax Assets					
On Employee Benefit	0.37	-	1.03	(0.34)	1.06
On Allowance for Bad & doubtful Debts	-	-	0.85	-	0.85
Total - Deferred Tax Assets	0.37	-	1.88	(0.34)	1.91
Net tax (Assets)/Liabilities	35.62	-	4.02	0.34	39.98

Note 25 : Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit / (loss) for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Profit/(loss) for the year	56.04	69.84
Weighted average number of equity shares in calculating basic EPS and diluted EPS	16,273,800	16,273,800
Face value per share (in Rupees)	10	10
Basic earning per share (in Rupees)	0.44	0.44
Diluted earning per share (in Rupees)	0.44	0.44

During the year ended 31st March 2023

Re-measurement gains (losses) on defined benefit plans

Retained Earnings	Total
0.00	0.00
0.00	0.00

During the year ended 31st March 2022

Re-measurement gains (losses) on defined benefit plans

0.00	0.00
0.00	0.00

Notes forming Part of the Financial Statements as at March 31, 2023
(Amount in Lacs except EPS)
PARTICULARS
**For the year ended
March 31, 2023**
**For the year ended
March 31, 2022**
Note 26 : Commitments and Contingencies
i) Contingent liabilities

The company's pending litigations comprise of claims against the Company primarily by the commuters and regulators except to the mentioned in below Note 1. The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. The Company has not provided for or disclosed contingent liabilities for matters considered as remote for pending litigations/public litigations(PIL)/ claims wherein the management is confident, based on the internal legal assessment and advice of its lawyers that these litigations would not result into any liabilities. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

Note 1 :-

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.)

Note 27 : Details of dues to micro and small enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small 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 and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Company.

Note 28 : Fair Values
Financial assets and liabilities

The accounting classification of each category of financial instruments, their carrying amounts and the categories of financial assets and liabilities measured at fair value, are set out below :

(Amount in Lacs)

	Carrying Amount				Fair Value		
	FVTPL*	FVTOCL**	Amortised Cost	Total	Level 1	Level 2	Level 3
As at 31 March, 2023							
Financial assets							
Trade receivables	-	-	2050.27	2050.27	-	-	-
Cash and Cash equivalents			3.76	3.76	-	-	-
Total	-	-	2054.03	2054.03	-	-	-
Financial liabilities							
Borrowings	-	-	52.23	52.23	-	-	-
Trade Payable			1264.99	1264.99	-	-	-
Other financial liabilities	-	-	32.33	32.33	-	-	-
Total	-	-	1349.55	1349.55	-	-	-
As at 31 March, 2022							
Financial assets							
Trade receivables	-	-	717.37	717.37	-	-	-
Cash and Cash equivalents			14.49	14.49	-	-	-
Total	-	-	731.86	731.86	-	-	-
Financial liabilities							
Borrowings	-	-	46.47	46.47	-	-	-
Trade Payable			59.63	59.63	-	-	-
Other financial liabilities	-	-	16.28	16.28	-	-	-
Total	-	-	122.38	122.38	-	-	-

* - Fair value through profit and loss

** - Fair value through other comprehensive income

The company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

Level 1: Fair value measurement are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

There were no transfers between Level 1 and Level 2 during the year. No financial assets/ liabilities that are measured at fair value were Level 3 fair value measured.

Note 29 : Financial risk management objectives and policies

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Market risk, Liquidity risk.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of : interest rate risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, and derivative financial instruments.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings."

(ii) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Amount in Lacs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Increase in basis points		
- INR	50.00	50.00
Effect on profit before tax		
- INR	(0.26)	(0.23)
Decrease in basis points		
- INR	50.00	50.00
Effect on profit before tax		
- INR	0.26	0.23

(iii) Commodity Price Risk

The company purchases raw materials (sulphuric acid and iron waste) on ongoing basis which is required for manufacturing of Ferrous sulphate powder and company involves trading in pharmaceutical products.

(iv) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts and impairment that represents its estimate on expected loss model.

(a) Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

PARTICULARS	(Amount in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Past due but not impaired	-	-
Past due 0-90 days	1279.16	280.90
Past due 91-180 days	227.71	56.90
Past due more than 180 days	551.88	382.96
	2058.75	720.76

Expected credit loss assessment

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

(iii) (b) Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks and financial institutions of Rs. 6 lakhs as at March 31, 2023, (Rs. 43.08 Lakhs as at 31st March 2022). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

(iii) (c) Investments

The Company does not expect any losses from non-performance by these counter-parties apart from those already given in financials, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

(b) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as illustrated in Note 11, Note 12 and Note 13 The Company's maximum exposure relating to financial guarantees.

	(Amount in Lacs)			
	<1 years	1 to 5 years	> 5 years	Total
As at March 31, 2023				
Borrowings	52.33	-	-	52.23
Trade payable	1264.99	-	-	1264.99
Other financial liabilities	32.33	-	-	32.33
	1349.55	-	-	1349.55
As at March 31, 2022				
Borrowings	46.47	-	-	46.47
Other financial liabilities	59.63	-	-	59.63
Trade payable	16.28	-	-	16.28
	122.38	-	-	122.38

At present, Company does expect to repay all liabilities at their contractual maturity. In order to meet such cash commitments, operating activity is expected to generate sufficient cash inflows.

Note 30 : Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt is calculated as borrowing less cash and cash equivalent and other bank balances and mutual funds investments.

(Amount in Lacs)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Borrowings	52.23	46.47
Less : Cash and cash equivalent	(3.76)	(14.49)
Adjusted net debt	48.47	31.97
Total Equity	1730.15	1,683.77
Capital and net debt	1730.15	1,683.77
Gearing ratio	2.80%	1.90%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and March 31, 2022.

Note 31 : Significant accounting judgement, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based on its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities related to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realised or virtually certain as the case may be.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or

virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternative tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

Defined benefit plans (gratuity benefits)

A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments which arise from the fund at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service.

Further details about gratuity obligations are given in Note 32

The accompanying summary of significant accounting policies and other explanatory information are as an integral part of the financial statements.

As per our Report of even date

For MAHESHWARI & GUPTA
CHARTERED ACCOUNTANTS
ICAI Registration No. 006179C

CA. SUNIL MAHESWARI,
Partner
Membership No. 403346
UDIN : 23403346BGUKIO5653

Place : Indore
Date : 30.05.2023

**For and on behalf of board of Directors of
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

Ramesh Shah
Chairman & Managing Director
DIN : 00028819

Shweta Verma
Company Secretary
Meb. No.: A70184

Place : Indore
Date : 30.05.2023

Ketan Shah
Whole Time Director
DIN : 08818212

Pawan Singh Rajput
Chief Financial Officer

Note 32 : Gratuity and other post employment benefit plans
(Amount in Lacs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Employee Data : Summary Statistics		
Total Number of Employees	47	35
Average Age	42.87	41.32
Total Monthly Salary	6.12	7.79
Average Salary	0.16	0.17
Average Past Service	8.44	7.36
(b) Gratuity Fund and Payout Information		
Opening Balance	21.21	40.08
Contributions	0.00	0.10
Benefits Paid	4.17	21.05
Interest Credited	1.22	2.09
Closing Balance	18.25	21.21
Benefits paid directly by company		
(c) Information about Gratuity Benefit		
Gratuity Benefit if payable to employees as per the provisions of payment of Gratuity Act 1972 and its later amendments.		
All employees are entitled to Gratuity benefits on exit from service due to retirement resignation or death there is a vesting period of 5 Year on exits due to retirement of resignation.		
(e) Valuation Method		
Projected unit credit method has been used for valuation of the plans liabilities as required under Ind As 19		
(f) Assumption - Economics		
Discount Rate	7.40%	6.80%
based on yields (as on valuation date) of Government bonds with/a tenure similar to the expected working lifetime of the employees.		
Salary Escalation rate	7.00%	7.00%
based on inflation, seniority promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in consultation with the company		
(g) Assumption - Demographics		
Retirement Age	58 year	58 year
Attrition Rate	5 % to 1 %	5 % to 1 %
Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
	Ult.	Ult.
Defined Benefit Obligation	39.07	43.79
Profit and Loss charge for the Period	3.73	5.13
Charge of Other Comprehensive income for the period	12.91	16.21
Complete disclosure required for reporting under Indian Accounting Standard-19 are given in the Annexure to this report.		
(h) Defined Benefit Plan		
The Company has an unfunded defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act, 1972 with total ceiling on gratuity of Rs. 2,000,000/-		
The following tables summaries the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Gratuity plans.		

(Amount in Lacs)

Statement of Profit and Loss	For the year ended March 31, 2023	For the year ended March 31, 2022
Changes in the present value of the defined benefit obligation are as follows:	25.39	41.41
Current service cost	3.26	4.33
Interest cost on benefit obligation	1.88	2.82
Benefits paid	(4.17)	(21.05)
Expected return on plan assets		
Actuarial losses / (gains) arising from change in financial assumptions	(1.22)	0.00
Actuarial losses / (gains) recognised during the period	-	-
Actuarial losses /(gains) arising from experience adjustments	13.93	16.29
Past service cost		
Net benefit expenses	39.07	43.79
Bifurcation of Present value of Benefit Obligation		
Current-Amount due with one year	22.35	20.60
Non-current Amount due after one year	16.72	23.19
Total	39.07	43.79
Expected Benefit Payment in Future Year		
Year 1	22.35	20.60
Year 2	0.77	1.29
Year 3	1.82	0.79
Year 4	0.75	1.82
Year 5	0.49	0.64
Year 6 to Year 10	6.30	1.31
Sensitivity Analysis		
Effects of Key Assumption on defined Benefit Obligations		
Discount Rate -1 Percent Increase	37.29	40.92
Discount Rate -1 Percent decrease	41.17	47.28
Salary Escalation Rate-1 Percent increase	41.16	47.24
Salary Escalation Rate-1 Percent decrease	37.27	40.90
Withdrawal Rate 1 Percent increase	39.13	43.76
Withdrawal Rate 1 Percent decrease	39.00	43.82
Changes in Fair Value of Plan Assets		
Opening Fair Value of plan assets	21.21	40.08
Expected return on plan assets	1.42	2.01
Company Contributions	0.00	0.10
Benefits paid	(4.17)	(21.05)
Actuarial losses (gains)	(0.20)	0.08
Closing Fair value of plan assets on	18.25	21.21
Balance Sheet- Amount to be recognised		
Present Value of Benefit Obligation on 31-03-2022	39.07	43.79
Fair Value of Plan Assets on 31-03-2022	18.25	21.21
Net Liability /(Asset) recognised in Balance sheet	20.81	22.58
Profit and Loss Statement		
Current Service cost	3.26	4.33
Net Interest on net Defined Liability /(Assets)	0.46	0.80
Expenses recognised in statement of profit and loss	3.73	5.13
Other Comprehensive Income		
Actuarial (Gains) /Losses on Liability	12.71	16.29
Return of Plan Assets excluding amount included in Net interest on net defined liability / (Asset) above	0.20	(0.08)
Total	12.91	16.21

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

Note 33 : ADDITIONAL REGULATORY INFORMATION:-

- 1 Title deeds of immovable properties not held in the name of Company. Details of all the immovable properties (other than properties where the Company is the lessee of and the lease agreements are duly executed in favour of the lessee) whose deeds are held in the name of the Company.
NIL
- 2 There are no investment in properties.
- 3 The Company has not revalued its Property, Plant and Equipment during the year.
- 4 The Company does not have intangible assets therefore question of revaluation of intangible assets does not arise.
- 5 The Company has no Capital Work in Progress pending as at the end of the year.
- 6 The Company has not granted loans and advances to promoters, directors, KMPs and related Parties.
- 7 No proceedings have been initiated or pending against Company for holding any Benami Property under Prohibitions of Benami Transactions Act, 1988 (Earlier titled as Benami transactions (Prohibitions) Act, 1988).
- 8 The company does not have borrowing from banks.
- 9 The Company is not declared a wilful defaulter by any Bank or Financial Institution or any other lender
- 10 The Company has no transaction with Companies which are stuck off under section 248 of the Companies Act, 2013 or under section 530 of Companies Act, 1956.
- 11 No charges of satisfaction are pending for registration with the Registrar of Companies (ROC).
- 12 The Company does not have any subsidiary. Thus, the Company is in compliance with the number of layers as prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on Number of Layers) Rules, 2017
- 13 During the year no Scheme of Arrangement has been formulated by the Company/pending with competent authority.
- 14 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 15 The Company does not have any transactions that are not recorded in the books of account but have been surrendered or disclosed as income during the year during the year in the tax assessments under the Income Tax Act, 1961.
- 16 Details of Crypto Currency or Virtual Currency
The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

Note 34 : Financial Ratio
(Amount in Lacs)

Ratio	Numerator	Denominator	As at 31.03.2023	As at 31.03.2022	% Change	Reason for variance above 25% YoY
Current Ratio	Current Assets	Current Liabilities	1.63	6.23	-73.80%	Increase in current assets
Debt-Equity Rati	Total Debt	Shareholder's Equity	0.88	0.12	627.14%	Decrease in Purchase of Goods
Debt Service Coverage Ratio	Earnings available for debt services	Interest & Lease Payments + Principal Repayment	24.64	29.86	-17.49%	No major variance
Return on Equity Ratio	Net Profit after taxes - Preference Dividend (if any)	Average Sharegolder's Equity	3.28%	4.50%	-27.11%	Decrease in Profit after Tax
Inventory Turnover Ratio	Cost of goods Sold or Sales	Average Inventory	21.88	6.45	239.38%	Decrease in Cost of Goods Sold due to lower purchase of goods
Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	2.17	0.93	133.39%	Increase in sales
Trade Payable turnover ratio	Net Credit Purchases	Average Accounts Payables	4.17	0.76	448.88%	Increase in purchase
Net Capital turnover ratio	Revenue from Operation	Working Capital	3.46	2.79	23.99%	Increase in Working Capital
Net Profit Ration	Net Profit after Tax	Revenue from Operation	1.87%	3.20%	-41.71%	Increase revenue due to market demand
Return on Capital Employed	Earning before Interest and Tax (EBIT)	Average Capital Employed	4.65%	6.24%	-25.48%	Decrease in Profit after Tax
Return on Investment	Interest (Finance Income)	Average of Investement in Subsidiary & Bank Deposits	0.00%	0.00%	N.A.	

Note 35 : Segment Reporting
Notes to Financial Statements for year ending March 31, 2023

(Amount in Lacs)

Particulars	Pharma	Chemicals	Unallocable	Total
Income				
Income				
External Sales/ Revenue	2,419.61	583.91	-	3,003.52
Job Work	-	-	-	-
Total Revenue	2,419.61	583.91	-	3,003.52
Expenditure				
Consumption of Material	2,370.63	391.83	-	2,762.46
Expenditure	53.81	86.10	8.76	148.67
Depreciation	11.95	30.96	-	42.91
(Increase)/Decrease in stock	(2.02)	(18.11)	-	(20.13)
Total Expenditure	2,434.37	490.79	8.76	2,933.92
Segment Results	(14.76)	93.12	(8.76)	69.61
Other Income	8.98	0.72	-	9.70
Profit before tax	(5.78)	93.84	(8.76)	79.30
Tax Expenses	23.26	-	-	23.26
Net Profit for the year	(29.04)	93.84	(8.76)	56.04
Segment Assets	1,705.77	1,434.80	-	3,140.57
Segment Liabilities	1,104.72	267.83	-	1,372.55
Capital Expenditure	-	1.06	-	1.06
Depreciation and Amortisation	11.95	30.96	-	42.91

Notes to Financial Statements for year ending March 31, 2022

(Amount in Lacs)

Particulars	Pharma	Chemicals	Unallocable	Total
Income				
Income				
External Sales/ Revenue	1,844.32	337.71	-	2,182.03
Job Work	56.20	-	-	56.20
Total Revenue	1,900.52	337.71	-	2,238.23
Expenditure				
Consumption of Material	1,360.27	226.76	-	1,587.03
Expenditure	60.41	95.60	6.98	162.98
Depreciation	12.01	30.74	-	42.75
(Increase)/Decrease in stock	375.00	(15.99)	-	359.01
Total Expenditure	1,807.69	337.10	6.98	2,151.77
Segment Results	92.84	0.61	(6.98)	86.47
Other Income	14.90	0.13	-	15.03
Profit before tax	107.74	0.73	(6.98)	101.49
Tax Expenses	31.65	-	-	31.65
Net Profit for the year	76.09	0.73	(6.98)	69.84
Segment Assets	678.10	1,195.13	-	1,873.22
Segment Liabilities	86.53	102.93	-	189.46
Capital Expenditure	0.09	6.90	-	6.99
Depreciation and Amortisation	12.01	30.74	-	42.75

Note 36 : Related Party disclosures

i) Holding company

Company neither have holding Company nor have subsidiary Company.

ii) Other related parties

Fellow group concern (only with whom there have been transaction during the period / there was balance outstanding at the period end)

During the year Company entered related party transactions with following related parties:

1. Cyano Pharma Private Limited
2. MID (India) Pharmaceuticals Private Limited
3. Formoplast Private Limited

iii) Key management personnel

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. Mr. Ramesh Shah, Chairman and Managing Director
2. Mr. Ketan Shah , Whole Time Director
3. Ms. Shweta Verma, Company Secretary and Compliance Officer
4. Mr. Pavan Singh Rajput, Chief Financial Officer

iv) Relative of key management personnel

1. Mr. Meet Shah
2. Mr. Rohan Shah

Note 37 : Statement of Related Party Transactions for the period ended March 31,2023

(Amount in Lacs)

S. No.	Particulars	2023			2022		
		Group Concern	Key Managerial Personnel	Relative of Key Managerial Personnel	Group Concern	Key Managerial Personnel	Relative of Key Managerial Personnel
1	Sale :- Cyano Pharma Private Ltd.	530.89	-	-	766.57	-	-
2	Purchase :- Cyano Pharma Private Ltd.	169.99	-	-	53.12	-	-
3	Job Works :- Cyano Pharma Private Ltd.	-	-	-	66.32	-	-
4	Salary To relative of KMP Meet Shah	-	-	3.60	-	-	3.73
	Rohan Shah	-	-	-	-	-	-
5	Salary To KMP Ketan Shah	-	17.40	-	-	17.40	-
	Shikha Khilwani	-	3.60	-	-	4.68	-
	Jitendra Kumar Sahu	-	1.13	-	-	4.43	-
	Shweta Verma	-	0.95	-	-	-	-
	Pavan Singh Rajput	-	1.00	-	-	-	-
6	Borrowings repaid Formoplast Private Limited	-	-	-	-	-	-
	MID (India) Pharmaceuticals Private Limited	-	-	-	-	-	-
7	Interest on borrowings Formoplast Private Limited	-	4.18	-	-	3.87	-
	MID (India) Pharmaceuticals Private Limited	-	-	-	-	-	-

Statement of Related Party Balances as at March 31,2023

(Amount in Lacs)

S. No.	Particulars	2023			2022		
		Group Concern	Key Managerial Personnel	Relative of Key Managerial Personnel	Group Concern	Key Managerial Personnel	Relative of Key Managerial Personnel
1	Cyano Pharma Private Ltd. Receivable	518.10	-	-	398.63	-	-
2	Formoplast Private Ltd. Payable	50.23	-	-	46.47	-	-
3	MID (India) Pharmaceuticals Private Ltd. Payable	-	-	-	-	-	-
4	Salary To relative of KMP Meet Shah	-	-	0.26	-	-	0.26
5	Rohan Shah	-	-	-	-	-	-
6	Salary To KMP Ketan Shah	-	1.03	-	-	1.03	-
7	Shikha Khilwani	-	-	-	-	0.38	-
8	Jitendra Kumar Sahu	-	-	-	-	0.37	-
9	Shweta Verma	-	0.18	-	-	-	-
10	Pavan Singh Rajput	-	0.24	-	-	-	-

Note 38 : Events after the Reporting Period

No subsequent event has been observed which may require an adjustment to the balance sheet.

Previous period's figures have been regrouped / reclassified, wherever necessary, to confirm to current period's classification.

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CIN : L24233MP1985PLC002709

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