BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709
Registered Office: B/12-B, Industrial Estate, Pologround, Indore-452015 (M.P.)
Tel. 0731-2426700; Email id- bcplcompliance@gmail.com;
Website- www.biofilgroup.net; Fax: 0731-2426700

Date: 23rd May, 2026

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

SUBJECT: SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026.

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

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with BSE Notice No. 20230316-14 dated 16th March, 2023 and Notice No. 20230410-41 dated 10th April, 2023 and NSE Circular Ref No: NSE/CML/ 2023/21 dated 16th March, 2023 and Circular Ref No: NSE/CML/ 2023/30 dated 10th April, 2023 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial year ended 31st March, 2026 issued by Joshi Sahay & Company, Practicing Company Secretaries.

The Annual Secretarial Compliance Report shall also be filed in the XBRL mode within the stipulated time period.

You are requested to please take on record the above said document for your reference & further needful.

Thanking you,

Yours Faithfully,

FOR, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Apoorv Jain
Digitally signed by Apoorv Jain
Date: 2026.05.23 12:38:03 +05'30'

APOORV JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No. A71739

Encl: Annual Secretarial Compliance Report for the financial year ended 31st March, 2026.

Joshi Sahay & Company
Company Secretaries
122, Krishna Business Centre, 11, PU-4, Next to Medanta Hospital, Rasoma Square, Indore (M.P.) 452010
Email Id: cslnjoshi@gmail.com, Off. No. 0731-4266708/+91-94250-60308

To,
The Board of Directors,
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
CIN: L24233MP1985PLC002709
Registered Office:
B/12-B, Industrial Estate, Pologround,
Industrial Estate, Indore, Madhya Pradesh, 452015

Sub: Annual Secretarial Compliance Report for the Financial Year 2025-26 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We have been engaged by **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** (hereinafter referred to as the 'Company') [CIN: L24233MP1985PLC002709] whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited, to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and to issue the Annual Secretarial Compliance Report thereon.

Please find enclosed the Annual Secretarial Compliance Report duly signed by us for your doing further needful.

Kindly acknowledge the same

For Joshi Sahay & Company
Company Secretaries

Date: 18th May, 2026
Place: Indore

Laxmi Narayan Joshi
Digitally signed by Laxmi Narayan Joshi
Date: 2026.05.18 15:58:39 +05'30'

L.N. Joshi
Partner
FCS: 5201, C P No: 4216
PR Certificate No. 6873/2025
Unique Code Number: P2025MP322400

Company Secretaries
122, Krishna Business Centre, 11, PU-4, Next to Medanta Hospital, Rasoma Square, Indore (M.P.) 452010
Email Id: cslnjoshi@gmail.com, Off. No. 0731-4266708/+91-94250-60308

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, L.N. Joshi, partner of Joshi Sahay and Co., Company Secretaries have examined:

a) all the relevant documents and records to the extent made available to us and explanations and representations provided by **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** (**"the listed entity"**),

b) the filings/ submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited.

c) website of the listed entity, i.e. www.biofilgroup.net

d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the financial year ended 31st March, 2026 (**"Review period"**) in respect of compliance with the provisions of:

a) the Securities and Exchange Board of India Act, 1992 (**"SEBI Act"**) and the Regulations, circulars, guidelines issued there under; and

b) the Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (**"SEBI"**);

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include: -

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***[Not Applicable as there was no reportable event during the financial year under review]***

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; ***[Not Applicable as there was no reportable event during the financial year under review];***

e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable as there was no reportable event during the financial year under review];**

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [***Not Applicable as there was no reportable event during the financial year under review]***

g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and the circulars/ guidelines issued there under; and based on the above examination, We hereby report that, during the review period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	**Compliance Requirement (Regulations/ circulars/guidelines including specific clause)**	**Regulation/Circular No.**	**Deviations**	**Action taken by**	**Type of Action (Advisory/ Clarification/Fine/ Show Cause Notice/Warning etc.)**	**Details of Violation**	**Fine Amount**	**Observations/Remarks of the Practicing Company Secretary**	**Management Response**	**Remarks**
01	A listed entity shall appoint a qualified company secretary as the compliance officer. Any vacancy in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.	SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (Chapter-VII(A)-Penal Actions for Non-Compliance); Regulation 6(1) and (1A) of SEBI (LODR) Regulations, 2015	Delay in Appointment of Company Secretary & Compliance Officer of the Company	BSE and NSE have taken action and imposed a fine for such non-compliance.	Fine	Pursuant to regulation 6 of SEBI (LODR) 2015 there was a delay in appointment of qualified Company Secretary & compliance officer of the Company for period from 17th December, 2024 to 18th April, 2025 (including grace period)	Rs. 34000/- (excluding GST) levied separately by BSE Limited and NSE Limited towards fine for Delay of 34 days for Non	The Company did not appoint a Company Secretary and Compliance Officer during the period from 17th December 2024 to 18th April, 2025 including the prescribed grace period of three months from the date of vacancy.	The delay in appointment occurred due to challenges in identifying a suitable qualified candidate and the unforeseen demise of the Chairman of the Company. Subsequently, the Company appointed CS Apoorv Jain as the Company Secretary and Compliance Officer with	The Company appointed Mr. Apoorv Jain as Company Secretary and Compliance Officer with effect from 19th April, 2025. The SOP fine imposed by BSE Limited and NSE Limited was paid by the Company during the financial

							appointment of CS & Compliance officer.		effect from 19th April, 2025, resulting in a delay of 34 days beyond the prescribed timeline till the period ended 18th April, 2025.	year.
02	As per Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015, The board of directors of the top 2000 listed entities shall comprise of not less than six directors	SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (Chapter-VII(A)-Penal Actions for Non-Compliance); Regulation 17(1) of SEBI (Listing Obligation and disclosure requirement) Regulation 2015	Non-compliance with the requirement relating to the minimum number of directors on the Board for top 2000 listed entities.	BSE and NSE	Fine	Non-compliance with Regulation 17(1)(c) of SEBI LODR relating to maintenance of minimum six directors on the Board applicable to top 2000 listed entities due to delay of 72 days in appointment of requisite director. Accordingly, fine was imposed by the stock exchange for such delay.	Rs. 360000/- (excluding GST) levied by BSE and NSE respectively.	The Company was not compliant with Regulation 17(1)(c) of SEBI LODR regarding minimum Board strength for top 2000 listed entities due to delay in appointment of director by 72 days. Consequently, fine was imposed by the Stock Exchanges.	Due to the sudden demise of Shri Ramesh Shah on March 11, 2025, a casual vacancy arose on the Board, which was subsequently filled on August 23, 2025. The temporary shortfall in the Board strength below the threshold prescribed under Regulation 17 was purely unintentional and constituted a bona fide technical lapse arising from the timing involved in filling the casual vacancy. Further, BSE has incorrectly interpreted the applicable SEBI Circular relating to levy of fines for non-compliance, since the company was not falling within the	The Company subsequently complied with the applicable provisions by appointing an Additional Director with effect from August 23, 2025. The Company had also filed waiver applications before the Stock Exchanges, however, the designated stock exchange (NSE) rejected the application. Consequently, penalty of Rs. 3,60,000/- each (excluding GST) was paid under protest to both the Stock Exchanges respectively. Thereafter, the Company filed an appeal before the

									category of top 2000 listed entities with reference to its listing on BSE and accordingly the said requirement was not applicable.	Hon’ble Securities Appellate Tribunal (SAT) on January 22, 2026, which is pending before SAT.

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The Company has not appointed a Company Secretary and Compliance officer during the period 17th December, 2024 to 18th April, 2025.	31.03.2025	A listed entity shall appoint a qualified company secretary as the compliance officer. Any vacancy in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.	No material action/penalty was imposed by BSE Limited till the end of the financial year. However in financial year 2025-26 penalty was imposed by the both the exchanges.	The Company actively undertook efforts to identify and appoint a suitable candidate possessing the requisite qualifications and experience for the position of Company Secretary and Compliance Officer. However, the appointment process was delayed due to difficulties in identifying an appropriate candidate and the unforeseen demise of the Chairman of the Company. Further on 19th April, 2025 Company has appointed Company secretary and Compliance officer and complied the requirements.	The Company has duly complied with the applicable requirement by appointing CS Apoorv Jain as the Company Secretary and Compliance Officer with effect from April 19, 2025. The steps taken by the Company to fill the vacancy have been noted. Further, fine of Rs. 34,000/- each (excluding GST) imposed by BSE and NSE has been paid separately.

Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2024 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2025) and no action was required to be taken in current year except reported above.

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	**Yes**	
02	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	**Yes** **Yes**	
03	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the	**Yes** **Yes** **Yes**	

	relevant document(s)/ section of the website		
04	**Disqualification of Director(s):** None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity	 **Yes**	
05	**To examine details related to Subsidiaries of listed entity have been examined w.r.t. :** (a) Identification of material subsidiary companies (b) Requirement with respect to disclosure of material as well as other subsidiaries	 **NA** **NA**	**Company does not have any Subsidiary Company during the year under review**
06	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	**Yes**	
07	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	**Yes**	
08	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;	 **Yes**	

	(b) in case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	**NA**	**Please refer point no. 8(a)**
09	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there-under.	**Yes**	
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	**Yes**	
11	**Actions taken by SEBI or Stock Exchanges, if any:** No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	**No**	Fine was imposed by BSE/NSE for non-compliance with Regulation 6 and 17 of SEBI (LODR) Regulation 2015. The Company has subsequently complied with the applicable provisions and paid the fine imposed by the Stock Exchanges. This has been separately disclosed in above mentioned table.
12	Resignation of Statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its	**NA**	There was no resignation by the Statutory Auditor of the Company during the review period.

	material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities		
13	**Additional Non-compliances, if any:** No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	**NA**	No additional non-compliance has been observed during the review Period.
14	The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR: a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021. b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021. c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.	 NA NA NA	Not Applicable (Since the listed entity does not have any employee benefit scheme.)

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This 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.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the **Guidance Note on Annual Secretarial Compliance Report** issued by the **Institute of Company Secretaries of India (ICSI)**, involving such examinations and verifications as deemed necessary and adequate for the purpose.

For Joshi Sahay & Company
Company Secretaries

Date: 18th May, 2026
Place: Indore

Laxmi Narayan Joshi
Digitally signed by Laxmi Narayan Joshi
Date: 2026.05.18 16:00:53 +05'30'

L.N. Joshi
Partner
FCS: 5201, C P No: 4216
PR Certificate No. 6873/2025
UDIN: F005201H000389772
Unique Code Number: P2025MP322400