

## NOTICE

**NOTICE** is hereby given that the Forty-First Annual General Meeting (AGM) of the Members of Gufic Biosciences Limited will be held on Monday, September 29, 2025 at 3:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:-

### ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 together with Reports of the Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 including Auditors' Report thereon.
2. To declare a Final Dividend @ 10% i.e., Re. 0.10/- per equity share of the face value of Re. 1/- each for the Financial Year ended March 31, 2025.
3. To appoint a director in place of Mr. Jayesh P. Choksi (DIN: 00001729), who retires by rotation pursuant to Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. **RE-APPOINTMENT OF M/S. MITTAL AGARWAL & CO., CHARTERED ACCCOUNTANTS (FRN: 131025W) AS STATUTORY AUDITORS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of Audit Committee and as approved by the Board of Directors of the Company, M/s. Mittal Agarwal & Co., Chartered Accountant (FRN: 131025W) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office for a second term of five (5) consecutive years from the conclusion of the Forty-First Annual General Meeting ('AGM') until the conclusion of Forty-Sixth AGM, at such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

## SPECIAL BUSINESS

### 5. **RATIFICATION OF REMUNERATION PAYABLE TO M/S. PODDAR & CO. (FRN: 101734), COST AUDITORS FOR THE FINANCIAL YEAR 2024-25:**

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

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 3,00,000/- per annum plus applicable taxes and reimbursement of actual travel and out of pocket expenses incurred in connection with the audit, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, for M/s. Poddar & Co. (FRN: 101734), Cost Accountants, Mumbai, who was appointed as Cost Auditors of the Company by the Board of Directors for conducting audit of the cost records of the Company for the Financial Year ending March 31, 2025, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to the said resolution.”

### 6. **RATIFICATION OF REMUNERATION PAYABLE TO M/S. PODDAR & CO. (FRN: 101734), COST AUDITORS FOR THE FINANCIAL YEAR 2025-26:**

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

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 3,00,000/- per annum plus applicable taxes and reimbursement of actual travel and out of pocket expenses incurred in connection with the audit, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, for M/s. Poddar & Co. (FRN: 101734), Cost Accountants, Mumbai, who was appointed as Cost Auditors of the Company by the Board of Directors for conducting audit of the cost records of the Company for the Financial Year ending March 31, 2026, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors

of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to the said resolution.”

**7. APPOINTMENT OF M/S. MANISH GHIA AND ASSOCIATES, PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on recommendation of the Audit Committee and as approved by the Board of Directors of the Company, M/s. Manish Ghia & Associates, Peer Reviewed Firm of Practising Company Secretaries (Firm Unique Code: P2006MH007100 and Peer Review No.: PR 6759/2025) be and are hereby appointed as Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, who shall conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period, at such remuneration (exclusive of applicable taxes and out of pocket expenses), as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as, it may, in its absolute discretion consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**By order of the Board of Directors  
of Gufic Biosciences Limited**

Sd/-

**Ami N. Shah  
Company Secretary  
Membership No. A39579**

**Place: Mumbai**

**Date: August 13, 2025**

**Regd. Office:**

37, First Floor, Kamala Bhavan II, S. Nityanand Road,  
Andheri (East), Mumbai – 400 069  
CIN: L24100MH1984PLC033519

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), which sets out details relating to Special Business to be transacted at AGM, is annexed hereto. Further, information as required under Regulation 36(3) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars issued thereunder and Secretarial Standard - II on General Meetings issued by The Institute of Company Secretaries of India (“ICSI”) seeking appointment/re-appointment at this AGM are also part of this Notice.
2. Pursuant to the General Circulars issued by Ministry of Corporate Affairs (“MCA”) vide its circular No. 09/2024 dated September 19, 2024, read together with circulars dated, April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars and notifications (“SEBI Circulars”) issued by Securities and Exchange Board of India (“SEBI”), companies are permitted to send the annual reports to shareholders only on email and to hold AGM through VC or OAVM without physical presence of the Members at a common venue. In compliance of the same, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since, this Meeting will be held through VC/OAVM, in accordance with the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice. However, in pursuance to Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
4. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
5. The Members can join the AGM in the VC / OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility for participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first-come, first-served basis. This provision will not apply to 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.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, National Securities Depository Limited (NSDL) has been appointed as the authorized agency to provide facility of casting votes by a member using remote e-Voting system prior to the AGM and e- voting during the AGM.
8. In line with the requisite MCA and SEBI Circulars, Notice of AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those members whose email address is registered with the Company /Registrar and Share Transfer Agent (RTA) /Depository Participants/ Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at [www.gufic.com](http://www.gufic.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Mitsubishi UFJ Trust & Banking Corporation, a member of MUFG, a global financial group, has acquired Link Group, parent company of Link Intime India Private Limited. Accordingly, the name of RTA of the Company has been changed from Link Intime India Private Limited to MUFG Intime India Private Limited (MUFG Intime / RTA), w.e.f. December 31, 2024.
10. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Scrutinizer at its registered email address viz. [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com), at least 48 hours before the commencement of the AGM.
11. The Register of Members and the Transfer Books in respect of the Equity Shares will remain closed from September 23, 2025 to September 29, 2025 (both days inclusive) for the purpose of AGM and payment of final dividend for the year ended March 31, 2025, if approved by the Members.
12. It is clarified that casting of votes by remote e- voting (prior to the Meeting) does not disentitle an equity shareholder from attending the Meeting. However, any equity shareholder who has voted through remote e-voting prior to the Meeting cannot vote through e-voting during the Meeting. The equity shareholders attending the Meeting through VC/ OAVM who have not cast their vote through remote e-voting prior to the Meeting shall be entitled to exercise their vote using the e-voting facility made available during the Meeting through VC/OAVM.
13. The Board of Directors at its Meeting held on May 30, 2025, recommended a Final Dividend @ 10% i.e. Re. 0.10/- per equity share of face value of Re. 1/- each of the Company for the financial year ended March 31, 2025 and the same if declared/ approved at the 41<sup>st</sup> AGM, will be paid, subject to deduction of tax at source, at prescribed rates before the expiry of statutory period of 30 days from the date of AGM, to the Company's members whose names stand in the Register of Members as beneficial owners at the close of business hours on September 22, 2025.
14. SEBI vide its Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, which was subsequently consolidated by the Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.  
  
Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>
15. In reference to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD- 1/P/CIR/2023/72 dated June 08, 2023, issued by SEBI titled online processing of investor service requests and complaints by RTA, which was subsequently consolidated by the Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, members are requested to note that MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), our Company's RTA has launched 'SWAYAM', a brand-new Investor Self-Service Portal, designed exclusively for the Investors serviced by MUFG.  
  
'SWAYAM' is a secure, user-friendly web based application, developed by our RTA, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at following link <https://swayam.in.mpms.mufig.com/Access/Register> which offers the following functionalities:

- Effective Resolution of Service Request - Generate & Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal - for securities held in demat mode & physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login -Enhances security for investors.

16. Shareholder can also use the chatbot “iDIA” to ask questions and get information about queries by logging in at <https://in.mpms.mufig.com/>.

17. Members are requested to do following, if not done yet:

- Provide / update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque, self- attested identity proof and address proof, for remittance of dividend through ECS / NEFT and prevent fraudulent encashment of dividend warrants.
- Mandatory updation of PAN, KYC, nomination and bank details by Members.

### **Members holding shares in physical form**

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 01, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. The relevant forms for updating the records are available on Company’s website at <http://gufic.com/media/investors/investor-communications/> and the duly filled forms to be submitted to the Company’s RTA.

Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates,

nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to Company’s Registrar & Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at following link: <http://gufic.com/media/investors/investor-communications/> in case of holdings in physical form.

### **Members holding shares in Dematerialised Form**

Relevant documents, as mentioned, needs to be submitted to Depository Participants.

- SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its Registrars for assistance in this regard.
- Pursuant to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website <http://gufic.com/media/investors/investor-communications/> Members are requested to submit the said details to their Depository Participant (DP) in case the shares are held by them in dematerialized form and to MUFG Intime India Private Limited, RTA of the Company in case the shares are held in physical form.

Members holding shares in physical form, in identical order of names & in multiple folios are requested to send to the Company or RTA, details of such folios along with the share certificate for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

18. Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, a special window has been opened for re-lodgement of transfer requests for physical shares that were originally lodged prior to April 01, 2019 and were rejected / returned/ not attended due to deficiencies. This window will remain open from July 07, 2025 to January 06, 2026. During this period, eligible shareholders may re-lodge such shares for transfer. Please note that such transfers will be processed only in dematerialized mode only.

Shareholders are encouraged to take advantage of this opportunity & reach out to the Company's RTA namely MUFG Intime India Private Limited:

**Address:** C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Tel.: (022) 4918 6000, Email: [rnthelpdesk@in.mpms.mufig.com](mailto:rnthelpdesk@in.mpms.mufig.com)

or for further assistance, to the Company at:

**Address:** SM House, 11 Sahakar Road, Vile Parle (East), Mumbai - 400057, E-mail: [corporaterelations@guficbio.com](mailto:corporaterelations@guficbio.com)

The notice of the special window was also publicized in the newspaper viz. Business Standard (All Edition in English language).

19. Non Resident Indian (NRI) Members are requested to inform the RTA immediately about:
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier and
  - Change in their residential status and address in India on their return to India for permanent settlement.
20. In order to prevent fraudulent encashment of dividend warrants, in respect of shares held in demat mode, bank particulars registered against respective depository accounts will be used by the Company for payment of dividend through ECS/NEFT. Please note that the Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be informed only to the DP of the Members. In respect of shares held in physical mode, members are requested to furnish to the Company or Company's RTA, bank account details which will be printed on the dividend warrants. Shareholders' are also requested to register with the Company for payment of dividend through ECS/NEFT and provide the necessary details to RTA.
21. Dividend warrant(s) / cheque(s) shall be dispatched to Members whose bank account details have not been updated.
22. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February, 2019 that a person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholder is holding shares in the Company on behalf of other or fulfilling the criteria, he/she is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
23. In terms of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any dividend remaining unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Accordingly, unpaid / unclaimed dividends till FY 2016-17 have been transferred to IEPF. Further, the unpaid dividend for the year 2017-18 shall be transferred to IEPF within the stipulated time frame in the current financial year, as stated in the Act. Members who have not encashed their dividend warrants are requested to write to the RTA. Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unclaimed/ unpaid dividend account shall also be transferred to IEPF Authority. In view of this, the Company hereby request those members, whose dividends for financial years from 2017-18 if remaining unclaimed / unpaid, to claim the said dividend amount before transfer thereof to IEPF. The details of unclaimed and unpaid dividend is displayed on the website of the Company at [https://gufic.com/media/investors/unclaimed\\_shares/gufic-iepf/unclaimed-and-unpaid-dividend/](https://gufic.com/media/investors/unclaimed_shares/gufic-iepf/unclaimed-and-unpaid-dividend/)
24. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed dividend of Rs. 24,668/- pertaining to the dividend for the financial year ending March 31, 2017 and 38,011 unclaimed shares were transferred to IEPF during the Financial Year 2024-25. The Company had sent individual communication to the concerned shareholders to claim their dividend in order to avoid transfer of dividends/ shares to IEPF Authority. The Company has initiated the process of transfer of shares on which dividend has not been claimed for seven consecutive years since FY 2017-18 and the same will be transferred on due date. Members who have not claimed dividend since FY 2017-18 are requested to claim the same before the dividend and the underlying shares gets transferred to IEPF account. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in web Form No. IEPF - 5 available on [www.iepf.gov.in](http://www.iepf.gov.in)
25. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.  
  
The Certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with SEBI(Share Based Employee Benefits and Sweat Equity) Regulations, 2021, is available on the website of the

company at <https://gufic.com/media/investors/notices/>  
All documents referred to in the Notice will 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. September 29, 2025. Members seeking to inspect such documents can send an email to [assistantlegal@guficbio.com](mailto:assistantlegal@guficbio.com)/  
[corporaterelations@guficbio.com](mailto:corporaterelations@guficbio.com).

26. To support the green initiative and pursuant to MCA and SEBI Circulars, only electronic copy of the Annual Report for the year ended March 31, 2025 and notice of the 41<sup>st</sup> AGM are being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from RTA and whose email address are available with the RTA/ DP(s). Physical copy of the report is not sent to any of the shareholder. Annual Report and the notice of the 41<sup>st</sup> AGM are also posted on the website of the Company at [www.gufic.com](http://www.gufic.com) for download.

A letter with a web link and the exact steps to access the full details of the Annual Report shall be sent to the shareholders who have not registered their email Ids

The notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The AGM Notice is also disseminated on the website of National Securities Depository Limited (“NSDL”) (agency for providing the remote e-voting facility and e-voting system during the AGM) below at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2025 and Notice of the 41<sup>st</sup> AGM of the Company, may send request to the Company’s e-mail address below at [corporaterelations@guficbio.com](mailto:corporaterelations@guficbio.com) mentioning Folio No./DP ID and Client ID.

27. To disseminate all the communication promptly, members who have not registered their email IDs so far, are requested to register the same with DP/ RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
28. Voting through electronic means
- In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time

to time, and Regulation 44 of Listing Regulations, the Company is pleased to provide members facility of remote e-voting to its Members through e-Voting agency NSDL.

- The remote e-voting period commences on Friday, September 26, 2025 (9:00 a.m.) and ends on Sunday, September 28, 2025 (5:00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 22, 2025, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The process and manner for remote e-voting are as under:

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

##### **Step I: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: right; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>     <b>Google Play</b> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>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 &amp; voting during the meeting. Additionally, there are 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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 abovementioned website.

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no 1800 21 09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 4 Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/ Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time

Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com/> or call at 022-4886 7000 or send a request to Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)
  1. In case shares are held in physical mode please provide 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: [assistantlegal@guficbio.com/corporaterelations@guficbio.com](mailto:assistantlegal@guficbio.com/corporaterelations@guficbio.com)
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to: [assistantlegal@guficbio.com/corporaterelations@guficbio.com](mailto:assistantlegal@guficbio.com/corporaterelations@guficbio.com)
- If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular 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 & Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **“Access to NSDL e-voting system”**. After successful login, you can see link of “VC/OAVM” placed under **“Join Meeting”** menu against company name. You are requested to click on VC/OAVM link under Join Meeting menu. The link for VC/OAVM will be available in shareholder / members login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Shareholders who would like to express their views/ ask questions during the 41<sup>th</sup> AGM may register themselves as speaker by sending their request, mentioning their name, demat account number/folio number, email id, mobile number at [assistantlegal@guficbio.com](mailto:assistantlegal@guficbio.com) / [corporaterelations@guficbio.com](mailto:corporaterelations@guficbio.com) on or before September 22, 2025. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, demat account number /folio number, email id, mobile number, to the aforementioned email ids. The Company will suitably reply to these queries by email.
6. Shareholders, who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number /folio number, email id, mobile number at [assistantlegal@guficbio.com](mailto:assistantlegal@guficbio.com) / [corporaterelations@guficbio.com](mailto:corporaterelations@guficbio.com). The same will be replied by the company suitably.

#### OTHER INSTRUCTIONS:

- i. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 22, 2025.
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 22, 2025 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA.  
  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at 022-4886 7000
- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
- v. M/s. Manish Ghia & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- vi. The Chairman shall at the end of discussion on the resolutions on which voting is to be held at the AGM,

allow voting with the assistance of scrutinizer, by use of e-voting facility available during the AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- vii. The Scrutinizer shall after the conclusion of e-voting at the general meeting, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results within the time stipulated under the applicable laws.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.gufic.com](http://www.gufic.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) simultaneously after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

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

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

M/s. Mittal Agarwal & Co., Chartered Accountants (ICAI Firm Registration Number 131025W), were appointed as Statutory Auditors of the Company, for a period of 5 years, to hold office for a period of 5 (five) consecutive years from conclusion of the 36<sup>th</sup> Annual General Meeting until the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company.

In accordance with the provisions of Section 139(2) of the Act and other applicable regulations, the Current Statutory Auditors M/s. Mittal Agarwal & Co., Chartered Accountant (FRN: 131025W) will complete their first term as Statutory Auditors at the conclusion of the ensuing Annual General Meeting in 2025.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than 2 (two) terms of 5 (five) consecutive years. Accordingly,

M/s. Mittal Agarwal & Co. is eligible for re-appointment for a further period of five years.

Based on the recommendation of the Audit Committee and after considering evaluation of their past performance, expertise and experience, the Board of Directors ("Board") at its meeting held on August 13, 2025 have proposed the re-appointment of M/s. Mittal Agarwal & Co., Chartered Accountant as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years from conclusion of 41<sup>st</sup> AGM of the Company until the conclusion of the 46<sup>th</sup> AGM of the Company, subject to the approval by the Shareholders at the ensuing Annual General Meeting.

The Board in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

#### **A brief profile of M/s. Mittal Agarwal & Co., Chartered Accountant is mentioned hereunder:**

M/s. Mittal Agarwal & Co. was constituted in the year 2010. Its headquarter is based in Mumbai with branches at Pune and Nashik. The firm has earned recognition, reputation and respect of their clients, who trust and rely on them for their expertise and professionalism. The firm has four partners and overall strength of over 40 people.

The proposed remuneration to be paid to the M/s. Mittal Agarwal & Co. for the financial year ending March 31, 2026 is Rs. 33.00 lakhs plus applicable taxes and reimbursement of out of pocket expenses. The remuneration for subsequent years would be mutually agreed, subject to the approval of the Audit Committee and Board.

Pursuant to Section 139 of the Act and the rules framed thereunder, the Company has received written confirmation from M/s. Mittal Agarwal & Co., Chartered Accountant and a Certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under SEBI Listing Regulations, the Statutory Auditor has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

Accordingly, consent of the members is being sought by way of an Ordinary Resolution as set out at Item no. 4 of the Notice for re-appointment of Statutory Auditors.

The Board recommends resolution no. 4 for approval of members by way of Ordinary Resolution.

None of the Directors /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 4 of the Notice.

**ITEM NO. 5:**

The Board of Directors of the Company at its meeting held on May 29, 2024, upon the recommendation of the Audit Committee, approved the appointment of M/s. Kale & Associates, Cost Accountants (FRN: 001819), as the Cost Auditors of the Company for conducting the audit of the cost records maintained by the Company for the financial year ending March 31, 2025.

However, M/s. Kale & Associates, Cost Accountants tendered their resignation vide letter dated May 02, 2025 expressing their ineligibility to continue as Cost Auditors of the Company for the financial year ended March 31, 2025 consequent to domestic reasons.

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors held on May 30, 2025, on the recommendation of the Audit Committee, appointed M/s. Poddar & Co., Cost Accountants, Firm Registration No. 101734, as the Cost Auditors of the Company for the financial year ended March 31, 2025 at a remuneration of ₹3,00,000/- to fill the casual vacancy caused by the resignation of M/s. Kale & Associates, subject to ratification by the Members of the Company.

The overall remuneration proposed to be paid to the Cost Auditors for the financial year ending March 31, 2025 is commensurate with the scope of the audit to be carried out by the Cost Auditors and is in line with the guidelines issued by the Institute of Cost Accountants of India.

M/s. Poddar & Co., Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2025.

The Board recommends resolution no. 5 for approval of members by way of Ordinary Resolution.

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

**ITEM NO. 6:**

The Board of Directors of the Company at its meeting held on August 13, 2025, upon the recommendation of the Audit Committee, approved the appointment of M/s. Poddar & Co, Cost Accountants (FRN: 101734), as the Cost Auditors of the Company for conducting the audit of the cost records

maintained by the Company for the financial year ending March 31, 2026, at a remuneration of ₹ 3,00,000 (Rupees Three Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit. The aforesaid appointment is pursuant to section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, subject to ratification by the Members of the Company.

The Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

The Board recommends resolution no. 6 for approval of members by way of Ordinary Resolution.

None of the Directors /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 6 of the Notice.

**ITEM NO. 7:**

In terms of the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain a Secretarial Audit Report from a Practicing Company Secretary for every financial year.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, which came into effect on December 13, 2024, significant amendments were introduced to the SEBI LODR Regulations, including Regulation 24A(IC), which mandates that listed entities shall appoint or re-appoint a Peer Reviewed Secretarial Auditor for a continuous term, subject to approval by the shareholders at the Annual General Meeting (AGM).

In compliance of these provisions, the Audit Committee and the Board of Directors at their respective meetings held on May 30, 2025 have considered and recommended the appointment of M/s. Manish Ghia & Associates, a peer reviewed firm of Practicing Company Secretaries (Firm Unique Code: P2006MH007100 and Peer Review No.: PR 6759/2025) as the Secretarial Auditors of the Company for first term of five (5) consecutive years commencing from the Financial Year 2025-26 to Financial Year 2029-30.

The proposed remuneration to be paid to M/s. Manish Ghia & Associates for secretarial audit services for the financial year ending March 31, 2026 is ₹3,00,000/- plus applicable

taxes and out of pocket expenses. The proposed fee is exclusive of cost for other permitted services which could be availed by the Company from the said firm. Besides the secretarial audit services, the Company may also obtain certifications from the said firm under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee. The remuneration for the subsequent financial years will also be approved by the Board and/ or the Audit Committee.

**The brief profile of M/s. Manish Ghia and Associates, Practicing Company Secretaries is as follows:**

M/s. Manish Ghia & Associates, founded in the year 2000 by Mr. Mannish L. Ghia (Membership No.: 6252, COP: 3531), a Fellow Member of Institute of Company Secretaries of India, offers a wide range of specialized, multi-disciplinary professional services to meet the immediate and long-term business needs of its clients.

Mr. Mannish Ghia has more than 24 years of experience in the field of Assurance, Advisory and Consultancy Services under Corporate laws comprising of Companies Act, Securities Laws, Listing Guidelines and Regulations, NBFC Directions (issued by Reserve Bank of India) and SEBI Rules and Regulations. Its team consists of Qualified Company Secretaries and MBAs equipped with requisite knowledge & technical skills and experience to meet the requirements of its valued clients and other stakeholders.

M/s. Manish Ghia and Associates is currently serving as the Secretarial Auditor of the Company. In recommending their appointment, the Board and the Audit Committee has

considered the past audit experience and also evaluated various factors which includes capability to handle a diverse and complex business environment, its existing experience in various business segments, the clientele it serves and its technical expertise. The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment if made, will be within the prescribed limits under the Act and rules made thereunder. Accordingly, the consent of the members is being sought for passing an Ordinary Resolution set out at item no. 7.

None of the Directors /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 7 of the Notice

**By order of the Board of Directors of  
Gufic Biosciences Limited**

**Sd/-**

**Ami N. Shah  
Company Secretary  
Membership No. A39579**

**Place: Mumbai  
Date: August 13, 2025**

**Regd. Office:**  
37, First Floor, Kamala Bhavan II,S. Nityanand Road,  
Andheri (East), Mumbai – 400 069  
CIN: L24100MH1984PLC033519

**Annexure A**

**Details of the Directors seeking appointment/re-appointment at 41<sup>st</sup> Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 issued by the Institute of Company Secretaries of India**

<b>Name of Director</b>	<b>Mr. Jayesh Choksi</b>
<b>Relevant item no. of the Notice</b>	Item No. 3
<b>DIN</b>	00001729
<b>Age (in years)</b>	71
<b>Qualification</b>	Bachelors in Pharmacy
<b>Date of first Appointment on the Board</b>	August 31, 1999
<b>Expertise in specific functional areas</b>	Rich and wide experience in the field of strategy, business development, corporate planning, manufacturing and general management.
<b>Terms &amp; Conditions of Appointment / Re-Appointment</b>	Retire by rotation and being eligible, offers himself, for re-appointment as a Director
<b>Remuneration sought to be Paid</b>	Not Applicable
<b>Remuneration last drawn, for the financial year 2024-25</b>	Refer Corporate Governance Report
<b>Shareholding in the Company (As on the date of this report)</b>	2,46,90,829 equity shares
<b>No. of Board Meetings attended during the year</b>	Entitled to attend: 8 Attended : 8
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	Mr. Jayesh P. Choksi is the father of Mr. Pranav J. Choksi who is Chief Executive Officer and Whole Time Director of the Company.
<b>Directorships in other Companies as on March 31, 2025</b>	1. Zire Realty Limited 2. Gufic Private Limited 3. Gufic Chem Private Limited 4. Jal Private Limited 5. Zircon Teconica Private Limited 6. Tricon Enterprises Private Limited 7. Gufic Prime Private Limited 8. P S Choksi Foundation 9. Veira Life FZE
<b>Membership / Chairmanship of committees of all public limited companies including Gufic Biosciences Limited as on March 31, 2025</b>	<b>Gufic Biosciences Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Stakeholders Relationship Committee - Member</li> <li>• Corporate Social Responsibility Committee - Chairman</li> <li>• Risk Management Committee - Chairman</li> <li>• Executive Committee - Chairman</li> </ul>
<b>Name of listed entities from which the person has resigned in the past three years</b>	NIL