

# **AVS & ASSOCIATES**

## **Company Secretaries (Peer Reviewed Firm)**

**Regd. Office:** 1703, G-Square Business Park, Sector 30A, Opp. Sanpada Railway Station,  
Sanpada, Navi Mumbai - 400703, Maharashtra, India

**Email:** [info@avsassociates.co.in](mailto:info@avsassociates.co.in)

**Tel:** 022-35119443 /35119444

=====

To,

The Members,

**Gufic Biosciences Limited**

**Add:** Shop - 37, First Floor, Kamala Bhavan II,  
Swami Nityanand Road, Andheri (East),  
Mumbai-400069

**Sub: Certificate regarding compliance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018**

In the terms of Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or reenactment thereof for the time being in force) (hereinafter referred to as the "**SEBI ICDR Regulations**"), the **Gufic Biosciences Limited (the "Company")** issuing an Annual General Meeting Notice dated September 01, 2023 (hereinafter referred to as the "Notice") to the members of the Company seeking their consent to approve the proposed preferential issue 33,33,000 (Thirty-Three Lakhs Thirty-Three Thousand) Equity Shares having face value of Rs.1/- (Rupees One Only) each for cash at an issue price of Rs.300/- (Rupees Three Hundred Only) per equity share at a premium of Rs.299/- (Rupees Two Hundred Ninety-Nine Only) per equity share on a Preferential and Private placement basis (**'Preferential Basis'**) to person mentioned in "**Annexure – I**" to this certificate.

### **Management's Responsibility:**

The Management of the Company is responsible for ensuring compliance with the SEBI ICDR Regulations with regard to the issuance of 33,33,000 (Thirty-Three Lakhs Thirty-Three Thousand) Equity Shares on a Preferential basis. This responsibility also includes:

- (a) Reporting of any non-compliance to the Board of Directors, Audit Committee, Members and all Regulatory authorities;
- (b) Preparation and maintenance of proper books of accounts and relevant documents/records as per the external and internal requirements;
- (c) Design, implementation and maintenance of adequate internal procedures/systems/processes/controls relevant to the creation and maintenance of the books of account and relevant documents /records. Further, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

VIJAY  
MAHENDR  
A YADAV

Digitally signed by  
VIJAY MAHENDRA  
YADAV  
Date: 2023.09.05  
14:28:46 +05'30'

**Our Responsibility:**

Our responsibility is to express reasonable assurance in the form of an opinion based on our examination of the books of accounts and relevant documents/records provided by the Company and/or its officers as to whether the Company has complied with the applicable requirements as per Chapter V of SEBI ICDR Regulations with regard to the proposed issuance and allotment of Equity shares. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the statements taken as a whole.

**Opinion:**

Based on our examination, as above, and the information and explanations given to us, we, to the best of our knowledge & belief, certify that the Company has complied with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or reenactment thereof for the time being in force) with regard to the issuance of 33,33,000 (Thirty-Three Lakhs Thirty-Three Thousand) Equity Shares on a Preferential basis to the Person mentioned in 'Annexure – I'.

**Restriction of use:**

This certificate is intended solely for the use of the management of the Company for the purpose of placing before shareholders/making it available for inspection by shareholders and/or submission to the BSE Limited and National Stock Exchange of India Limited in connection with the issue of Equity Shares under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person without our prior written consent.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior written consent in writing.

**For AVS & Associates  
Company Secretaries**

VIJAY  
MAHENDRA  
YADAV

Digitally signed by  
VIJAY MAHENDRA  
YADAV  
Date: 2023.09.05  
14:29:21 +05'30'

**Vijay Yadav**  
**Partner**  
**Membership No. FCS 11990**  
**C.P. No: 16806**  
**Peer Review No. 1451/2021**  
**UDIN: F011990E000942634**

**Place: Navi Mumbai**  
**Date: September 5, 2023**

'Annexure – I'

List of Proposed Allottee of Equity Shares on Preferential Basis

No.	Name of the Proposed Allottee	Category of Allottee	Type of Securities to be allotted	No. of Securities
1.	Motilal Oswal Financial Services Limited	Non-Promoter	Equity	33,33,000
<b>Total</b>				<b>33,33,000</b>

VIJAY  
MAHENDRA  
YADAV

Digitally signed by  
VIJAY MAHENDRA  
YADAV  
Date: 2023.09.05  
14:29:53 +05'30'