

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
GUFIC BIOSCIENCES LIMITED
Shop - 37, First Floor, Kamala Bhavan II,
S Nityanand Road, Andheri East,
Mumbai - 400069

We, Manish Ghia & Associates, Company Secretaries in practice, have been appointed as the Secretarial Auditor vide a resolution passed at their meeting held on November 9, 2023 by the Board of Directors of Gufic Bioscience Limited having CIN: L24100MH1984PLC033519 and having its registered office at Shop - 37, First Floor, Kamala Bhavan II, S Nityanand Road, Andheri East, Mumbai - 400069 (hereinafter referred to as "the Company"). This certificate is issued under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the financial year ended on March 31, 2024.

We have been requested by the Company to certify that the **Gufic Biosciences Limited - Employee Stock Option Plan, 2023** ("Gufic ESOP 2023") as approved by the Board of Directors of the Company at their meeting held on August 11, 2023 and by the members vide special resolution passed at the 39th Annual General Meeting held on September 29, 2023 (collectively hereinafter referred to as "Scheme") has been implemented by the Company in accordance with the Regulations and the approval of members.

Management Responsibility:

It is the responsibility of the management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

For the purpose of verifying that the implementation of the Scheme by the Company is in accordance with the Regulations and in accordance with the approval of members, we have examined the following documents:

1. The Scheme received from the Company;
2. The Memorandum and Articles of Association of the Company;
3. Resolution passed at the meeting of the Board of Directors held for approving the Scheme;
4. Shareholders resolution passed at the 39th Annual General Meeting for approving the Scheme;



5. Applicable e-forms submitted to the Registrar of Companies;
6. Resolution passed at the meeting of the Committee held for approving the Scheme;
7. Detailed Terms and Conditions of the Scheme as approved by Committee;
8. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations; and
9. Relevant provisions of the Regulations, Companies Act, 2013 and the rules made thereunder.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the implementation of the Scheme is in accordance with the Regulations to the extent applicable, and in accordance with the resolution passed by the members of the Company at their meeting held on September 29, 2023.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)



Mannish Ghia

CS Mannish L. Ghia
Partner

M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: August 14, 2024
UDIN: F006252F000963868