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Scrutinizer's Report on remote e-Voting and Postal Ballot Process

[Pursuant to section 108 & 110 of the Companies Act, 2013 read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (as amended from time to time and for the time being in force)].

To,

Mr. Jayesh Choksi, Managing Director

Gufic Biosciences Limited (CIN L65990MH1984PLC033519)

Registered Office: Shop - 37, First Floor, Kamala Bhavan II,

S Nityanand Road, Andheri East, Mumbai, Maharashtra State - 400069

Subject: Scrutinizer's Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of the Gufic Biosciences Limited ('the Company') have vide resolution # 06 passed at their 05th meeting of the financial year 2018-2019 held on 26 October 2018, decided to provide to the shareholders of the Company, a facility to exercise their voting rights on the below listed resolutions pursuant to the provisions of 108 & 110 of the Companies Act, 2013 read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, *(as amended from time to time and for the time being in force)*.

1. Alteration in Memorandum of Association of the Company
2. Approval of Related Party Transactions

I Gajanan D. Athavale, Practicing Company Secretary, Mumbai, having membership # F-9177 (CP #10121) has been appointed as the Scrutinizer by the Board of Directors of the Company under the authority of resolution # 08 passed by the Board of Directors at their 05th meeting of the financial year 2018-2019 held on 26 October 2018, to scrutinize the remote e-voting & postal ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions, referred above.

The Company has availed remote e-voting facility offered by the National Securities Depository Limited (NSDL) for conducting remote e-voting by the equity shareholders holding shares of the Company as on the cut-off date of 26 October, 2018, in respect of the resolutions, as were set out at item nos. 1 & 2 in the notice of Postal Ballot / E-Voting dated 26 October 2018.





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The voting (e-voting & postal ballot) period was remained opened from Wednesday, November 14, 2018 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Thursday, December 13, 2018.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and also the Companies (Management and Administration) Rules, 2014, *(as amended from time to time and for the time being in force)* relating to voting through electronic means and postal ballot process, on the resolutions, as were set out at items nos. 1 & 2 in the notice of Postal Ballot /E-Voting dated 26 October 2018. My responsibility as a Scrutinizer is restricted to ensure that the remote e-voting & postal ballot process is conducted in a fair and transparent manner and make Scrutinizers Report of the votes cast "in favour" or "against" the resolutions referred above, based on the postal ballots received by the Company and the reports generated from the remote e-voting platform hosted by the NSDL, the authorized agency, which was engaged by the Company to facilitate remote e-voting.

The notice dated 26 October 2018 was sent to the Shareholders of the Company along with statement setting out material facts as required by the provisions of section 102 of the Companies Act, 2013.

The envelopes containing the postal ballots were opened on Saturday, the 15th day of December 2018 at 10 a.m. in presence of two witnesses not in the employment of the Company. No envelope/s containing postal ballot forms was/were received after 5.00 p.m. on Thursday, the 13th day of December 2018.

The details containing list of shareholders who voted for or against each of the resolutions that were put to vote were downloaded from NSDL e-voting system.

Votes casted in both E-voting and Postal Ballot process by the same member are considered as Invalid and only the votes casted in e-voting are taken into account and considered.

I did not find any defaced or mutilated ballot paper.

I have scrutinized the votes casted through electronic means and through postal ballots process for the purpose of this report.





The consolidated result of e-voting and postal ballot process is given is as under:

Resolution # 01: Alteration in Memorandum of Association of the Company

	Voted through e-voting		Vote through Postal Ballot process		Consolidated Voting results		
	No. of Members	No. of Vote Cast	No. of Ballots received	No. of votes cast	No. of member who have voted through e-voting & postal ballot process	No. of Votes cast	% of total number of valid votes cast
Voted in favour	51	7,622,386	13	3,025	64	7,625,411	99.996
Voted against the resolution	6	261	0	0	6	261	0.004
Invalid votes	0	0	5	734	5	734	N.A.
Abstained from voting	0	0	2	200	2	200	N.A.

As the number of votes cast in favour of the resolution were more than the number of votes cast against, I report that the Special Resolutions with regard to "Alteration of Memorandum of Association" as set out in the Notice of the Postal Ballot / E-voting are passed in favour of the resolutions with requisite majority.





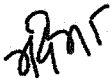
Resolution # 02: Approval of Related Party Transactions

	Voted through e-voting		Vote through Postal Ballot process		Consolidated Voting results		
	No. of Members	No. of Vote Cast	No. of Ballots received	No. of votes cast	No. of member who have voted through e-voting & postal ballot process	No. of Votes cast	% of total number of valid votes cast
Voted in favour	43	1,500,258	10	1,025	53	1501,283	19.689
Voted against the resolution	13	6,122,339	1	1,500	14	6,123,839	80.311
Invalid votes	0	0	5	734	5	734	N.A.
Abstained from voting	0	0	4	700	4	700	N.A.


As the number of votes cast in favour of the resolution were less than the number of votes cast against, I report that the Ordinary Resolution with regard to "Approval of Related Party Transactions" as set out in the Notice of Postal Ballot / E-Voting is passed against the resolution with requisite majority.

I hereby further confirm that I have handed over all the relevant records as to remote e-voting and postal ballot process to the Managing Director of the Company in terms of the provisions of the Companies Act, 2013 and also the Companies (Management and Administration) Rules, 2014, (as amended from time to time and for the time being in force), for safe keeping.

For Gajanan D. Athavale
Company Secretaries


Gajanan D. Athavale
Proprietor
Membership No.: F-9177
Certificate of Practice No.: 10121





Place: Mumbai

Date: 15 December 2018

Signed by Mr. Jayesh Choksi, Managing Director