

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

*[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]*

To  
**The Chairperson/Company Secretary**  
**Gufic Biosciences Limited**

Shop-37, First Floor, Kamala Bhavan II,  
S. Nityanand Road, Andheri (East),  
Mumbai - 400069, Maharashtra

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolution through Remote E-voting and E-voting by the members during the 40<sup>th</sup> Annual General Meeting (AGM) of Gufic Biosciences Limited ('the Company'), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, held on Wednesday, 25<sup>th</sup> September, 2024 at 03:30 p.m. IST through Video conferencing ('VC') / Other Audio Visual means ('OAVM').**

1. I, CS Mannish L. Ghia, Partner at M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 7 as set out in the notice of AGM dated 14<sup>th</sup> August, 2024 ("Notice") issued by the Company in accordance with Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022 and latest being 25<sup>th</sup> September, 2023 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") Circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 5<sup>th</sup> January, 2023 and latest being 7<sup>th</sup> October, 2023 (collectively referred as "SEBI Circulars") for convening the AGM of its members through VC / OAVM on Wednesday, 25<sup>th</sup> September, 2024 at 03:30 p.m. IST.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act, the Rules, MCA Circulars and SEBI Circulars relating to remote e-voting and e-voting during the AGM on the resolution contained in the Notice. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide E-voting facility, and that the e-voting is conducted in a fair and transparent manner.



3. As per the confirmation received from the Company:
  - a. In terms of the MCA Circulars and SEBI Circulars, the Notice of the AGM dated 14<sup>th</sup> August, 2024 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail on Saturday, 31<sup>st</sup> August, 2024 to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories.
  - b. The said Notice was sent on the basis of Register of Members made available by M/s. Link Intime (India) Private Limited., the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 23<sup>rd</sup> August, 2024.
4. In terms of the aforesaid Notice, remote e-voting period was kept open for 3 (three) days from Sunday, 22<sup>nd</sup> September, 2024 (9:00 A.M. IST) till Tuesday, 24<sup>th</sup> September, 2024 (5:00 P.M. IST).
5. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e., Wednesday, 18<sup>th</sup> September, 2024.
6. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the AGM through VC / OAVM and who had not cast their vote earlier.
7. The remote e-voting module was disabled by NSDL on Tuesday, 24<sup>th</sup> September, 2024 after 5:00 P.M. and as required under the said rules, the votes cast under the remote e-voting facility prior to the AGM and e-voting facility during the AGM were unblocked in the presence of CS Bhavya Gala and CS Manisha Talreja who are not in employment with the Company.
8. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the e-voting system of NSDL and the summary of the e-voting process is as follows:



## ORDINARY BUSINESS

### **Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024 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, 2024 including Auditors' Report thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
145	79662434	99.9991

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	731	0.0009

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

### **Resolution No. 2: Ordinary Resolution**

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, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
142	79661915	99.9986

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1150	0.0014



(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

### Resolution No. 3: Ordinary Resolution

To appoint a director in place of Mr. Pankaj J. Gandhi (DIN: 00001858), who retires by rotation pursuant to Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
143	79662284	99.9990

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	781	0.0009

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

### SPECIAL BUSINESS

### Resolution No. 4: Ordinary Resolution

To ratify remuneration payable to M/s. Kale & Associates (FRN: 001819), Cost Auditors for the Financial Year 2024-25.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
143	79661934	99.9986



(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	1131	0.0014

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

## Resolution No. 5: Special Resolution

To appoint Mr. Kamal Kishore Seth (DIN: 00194986) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
140	79660629	99.9969

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	2436	0.0031

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

## Resolution No. 6: Special Resolution

To re-appoint Mr. Jayesh P. Choksi (DIN: 00001729) as Chairman & Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
138	79654723	99.9895





(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	8342	0.0105

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

## Resolution No. 7: Special Resolution

To re-appoint Mr. Pranav J. Choksi (DIN: 00001731) as Whole Time Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
141	79660195	99.9964

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	2870	0.0036

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

## Result:

- For Resolution No. 1, 2, 3 and 4 - We report that number of votes cast in favour are more than the number of votes cast against.
- For Resolution No. 5, 6 and 7 - We report that number of votes cast in favour are more than three times the number of votes cast against.

