



## **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 L24100MH1984PLC033519)

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

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

**Subject: Scrutinizer's Report on Remote 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 # 01, 02 & 03 passed at their 07<sup>th</sup> meeting of the financial year 2018-2019 held on 01 February 2019, decided to provide to the shareholders of the Company, a facility to exercise their voting rights on the resolution for 'approval of related party transactions' 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).*

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 # 04 passed by the Board of Directors at their 07<sup>th</sup> meeting of the financial year 2018-2019 held on 01 February 2019, to scrutinize the remote e-voting & postal ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution, 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 01 February 2019, in respect of the resolution, as was set out at item no. 1 in the notice of postal ballot /e-Voting dated 01 February 2019.

The voting (e-voting & postal ballot) period was remained opened from Monday, 11 February 2019 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Tuesday, 12 March 2019.



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 resolution, as was set out at items no. 1 in the notice of Postal Ballot /E-Voting dated 01 February 2019. 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 resolution 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 01 February 2019 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 Wednesday, the 13 March 2019 at 12 noon in compliance with the Companies (Management and Administration) Rules, 2014. No envelope/s containing postal ballot forms was/were received after 5.00 p.m. on Tuesday, the 12<sup>th</sup> day of March 2019.

The details containing list of shareholders who voted for or against the resolution which was put to vote was downloaded from NSDL e-voting system.

Votes casted in both remote 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: Approval of Related Party Transactions**

	Voted through remote 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	48	7,654,574	14	8,400	62	7,662,974	99.98
Voted against the resolution	11	1,303	2	405	13	1,708	0.02
Invalid votes	0	0	5	233	5	233	N.A.
Abstained from voting	0	0	0	0	0	0	N.A.

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

I hereby further state that the postal ballots and all other papers relating to postal ballot including voting by electronic means will be handed over to the Company Secretary once the Chairman of the Company considers, approves and signs the minutes for the resolution passed by means of the postal ballot 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




Signed by Mr. Jayesh P. Choksi, Chairman & Managing Director

Place: Mumbai | Date: 13 March 2019

