

## **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**

37, First Floor, Kamala Bhavan II,  
S. Nityanand Road, Andheri (East),  
Mumbai – 400 069.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting & E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 36<sup>th</sup> Annual General Meeting (AGM) of the Members of Gufic Biosciences Limited ('the Company') held on Wednesday, 11<sup>th</sup> November, 2020 at 11:00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').**

1. I, CS Manish L. Ghia, Partner, 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 SEBI (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 9 as set out in the notice dated September 14, 2020 ("Notice") issued by the company in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "**MCA Circulars**"), convening the 36<sup>th</sup> AGM of its members through VC / OAVM on Wednesday, November 11, 2020 at 11:00 a.m.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules and MCA Circulars relating to remote e-voting prior and during the AGM on the resolutions contained in the aforesaid Notice of AGM of the members of the Company. 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 resolutions stated in the said 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 remote e-voting facility prior and during the AGM, 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, the company has published a Public Notice regarding the convening of the AGM through VC/OAVM and containing the mandated particulars of the AGM in the English Newspaper “Free Press Journal” and Marathi (Vernacular language) Newspaper “Navshakti” on Sunday, October 18, 2020.
  - b. The Notice of the AGM dated September 14, 2020 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Tuesday, 20<sup>th</sup> October, 2020 in terms of the MCA Circulars.
  - c. 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 (“the RTA”) 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 as on Friday, 09<sup>th</sup> October, 2020.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars, the Company has published a Public Notice regarding the convening of the AGM through VC/OAVM and about completion of dispatch of Notice of meeting through email (as mentioned in para 3 above) and providing e-voting facility in the English newspaper “Business Standard” and Marathi (Vernacular language) Newspaper “Mumbai Lakshadweep” on Wednesday, 21<sup>st</sup> October, 2020.
5. In terms of the aforesaid Notice, remote e-voting period was kept open for 3 (three) days from Sunday, 8<sup>th</sup> November, 2020 (09.00 a.m. IST) till Tuesday, 10<sup>th</sup> November, 2020 (5.00 p.m. IST).
6. 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, 4<sup>th</sup> November, 2020.
7. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier.
8. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, 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 Mr. Vivek Thakur and Ms. Vedika Khandelwal who are not in employment with the Company.

9. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system and the summary of the e-voting process is as follows:

#### A. ORDINARY BUSINESS

##### Resolution No.1

Particulars		Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Report of Board of Directors and Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	6789858	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	6789858	0	100.0000	0.0000
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786171	125	99.9967	0.0033
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786171	125	99.9967	0.0033
Total (A+B+C)		77830000	41229196	52.9734	41229071	125	99.9997	0.0003
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



**Resolution No.2**

Particulars		Ordinary Resolution: To Declare Final Dividend @ 5% i.e., Re.0.05 per equity share amounting to Rs. 38,91,500/- for the year ended March 31, 2020						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	6789858	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	6789858	0	100.0000	0.0000
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786196	100	99.9974	0.0026
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786196	100	99.9974	0.0026
Total (A+B+C)		77830000	41229196	52.9734	41229096	100	99.9998	0.0002
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



**Resolution No.3**

Particulars		Ordinary Resolution: To appoint a director in place of Mr. Bal Ram Singh (DIN:06918085), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public-Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	3039858	3750000	44.7706	55.2294
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	3039858	3750000	44.7706	55.2294
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786171	125	99.9967	0.0033
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786171	125	99.9967	0.0033
Total (A+B+C)		77830000	41229196	52.9734	37479071	3750125	90.9042	9.0958
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



**B. SPECIAL BUSINESS**

**Resolution No.4**

Particulars		Ordinary Resolution: To appoint M/s. Mittal Agarwal & Co., (FRN: 131025W) as Statutory Auditor of the Company to fill casual vacancy.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	6789858	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	6789858	0	100.0000	0.0000
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786171	125	99.9967	0.0033
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786171	125	99.9967	0.0033
Total (A+B+C)		77830000	41229196	52.9734	41229071	125	99.9997	0.0003
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



**Resolution No.5**

Particulars		Ordinary Resolution: To appoint M/s. Mittal Agarwal & Co., (FRN: 131025W) as Statutory Auditor of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	6789858	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	6789858	0	100.0000	0.0000
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786196	100	99.9974	0.0026
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786196	100	99.9974	0.0026
Total (A+B+C)		77830000	41229196	52.9734	41229096	100	99.9998	0.0002
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.





**Resolution No.6**

Particulars		Ordinary Resolution: Appointment of Mrs. Anu S. Aurora (DIN : 05120192) as an Independent Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	6789858	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	6789858	0	100.0000	0.0000
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786171	125	99.9967	0.0033
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0033
	Postal Ballot		0	0.0000	0	0	0.0000	0.0033
	Total (C)		3786296	19.3055	3786171	125	99.9967	0.0033
Total (A+B+C)		77830000	41229196	52.9734	41229071	125	99.9997	0.0003
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.





**Resolution No.7**

Particulars		Special Resolution: Re-appointment of Mr. Shrirang V. Vaidya (DIN: 03618800) as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	6789858	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	6789858	0	0.0000	0.0000
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786171	125	99.9967	0.0033
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786171	125	99.9967	0.0033
Total (A+B+C)		77830000	41229196	52.9734	41229071	125	99.9997	0.0003
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



**Resolution No.8**

Particulars		Ordinary Resolution: Appointment of Mr. Bal Ram Singh (DIN: 06918085) as a Non-Executive Non-Independent Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	3039858	3750000	44.7706	55.2294
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	3039858	3750000	44.7706	55.2294
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786171	125	99.9967	0.0033
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786171	125	99.9967	0.0033
Total (A+B+C)		77830000	41229196	52.9734	37479071	3750125	90.9042	9.0958
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



**Resolution No.9**

Particulars		Special Resolution: To ratify remuneration of the Cost Auditors for the financial year 2020-21.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting (Remote e-voting)	51176372	30653042	59.8969	30653042	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (A)		30653042	59.8969	30653042	0	100.0000	0.0000
Public- Institutions	E-Voting (Remote e-voting)	7041111	6789858	96.4316	6789858	0	100.0000	0.0000
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (B)		6789858	96.4316	6789858	0	100.0000	0.0000
Public- Non Institutions	E-Voting (Remote e-voting)	19612517	3786296	19.3055	3786171	125	99.9967	0.0033
	Poll(e-voting at the AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3786296	19.3055	3786171	125	99.9967	0.0033
Total (A+B+C)		77830000	41229196	52.9734	41229071	125	99.9997	0.0003
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



I further report that the electronic data and all other relevant records relating to the Remote E-Voting prior and during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You

**Place: Mumbai**  
**Date: November 12, 2020**  
**UDIN: F006252B001214811**



**For Manish Ghia & Associates**  
**Company Secretaries**

MANISH  
LALITCHAN  
DRA GHIA

Digitally signed by  
MANISH  
LALITCHANDRA  
GHIA  
Date: 2020.11.12  
09:49:45 +05'30'

**CS Manish L. Ghia**  
**Partner**  
**M. No. FCS 6252 C. P. No. 3531**

**Countersigned by**

Jayesh  
Pannalal  
Choksi

Digitally signed  
by Jayesh  
Pannalal Choksi  
Date: 2020.11.12  
10:31:01 +05'30'

**Mr. Jayesh P. Choksi**  
**Chairperson**  
**Gufic Biosciences Limited**

**Place: Mumbai**  
**Date: November 12, 2020**