



Regd. Office: 37, First Floor, Kamala Bhavan II, S. Nityanand Road, Andheri (East), Mumbai – 400 069, Maharashtra, India.

Corporate office: SM House, 11 Sahakar road, Vile Parle (East), Mumbai – 400 057.

E-mail: [info@guficbio.com](mailto:info@guficbio.com) / website: [www.gufic.com](http://www.gufic.com) / CIN. L24100MH1984PLC033519

Tuesday, 20<sup>th</sup> August, 2019

Dear Member,

You are cordially invited to attend the 35<sup>th</sup> Annual General Meeting of the Members of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 2:30 p.m. at VITS - Luxury Business Hotels, Andheri Kurla Road, International Airport Zone, Andheri (East), Mumbai 400 059. India.

The notice for the meeting, containing the business to be transacted, is annexed herewith.

If you need any assistance for the Annual General Meeting, please contact:

Ms. Ami N. Shah  
Company Secretary & Compliance Officer  
Gufic Biosciences Ltd.  
SM House, 11 Sahakar road,  
Vile Parle (East), Mumbai -400 057  
Maharashtra, India  
(Tel.: 022 67261000, Fax: 022 67261067).  
email: [mgr\\_legal@guficbio.com](mailto:mgr_legal@guficbio.com)

Thanking you,

Yours truly,

Jayesh P. Choksi  
Chairman & Managing Director



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## NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of Gufic Biosciences Limited will be held on Monday, 30th September, 2019 at 2.30 p.m. at VITS – Luxury Business Hotels, Andheri Kurla Road, International Airport Zone, Andheri (East), Mumbai 400 059, Maharashtra, India, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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.
2. To confirm and approve Final Dividend @ 5% i.e., Re. 0.05 per equity share amounting to Rs. 38,91,500/- for the year ended 31<sup>st</sup> March 2019.
3. To appoint a director in place of Mr. Jayesh Pannalal Choksi (DIN: 00001729), 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.
4. To appoint a director in place of Mr. Pankaj J. Gandhi (DIN: 00001858), 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.
5. To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an

### ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. SHR & Co., Chartered Accountants, Mumbai (Registration No. ICAI FRN 120491W), be and are hereby re-appointed as Statutory Auditors of the Company for a further period of four (4) years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

### SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“the Listing Regulations”), Mr. Rabi Narayan Sahoo (DIN: 01237464) who was appointed as an Additional Non-executive Independent Director of the Company by the Board of Directors with effect from June 29, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of

whom a notice have been received in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of three consecutive years with effect from his first date of appointment. i.e., June 29, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jayesh Pannalal Choksi (DIN: 00001729), whose tenure expires on March 31, 2020 be and is hereby re-appointed as Chairman & Managing Director of the Company for a period of five years commencing from 1st April, 2020 to 31<sup>st</sup> March, 2025 on the terms and conditions as mentioned below and specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

- a. Salary: Rs. 40.01 Lakhs per annum, with increments as may be decided by the Board of Directors from time to time.
- b. Perquisites and allowances: In addition to the salary, Mr. Jayesh Choksi shall also be entitled to the perquisites and allowances like house rent allowance or rent free furnished/non-furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, use of company car exceeding cubic capacity of 1.6 litres along with chauffeur, telephone at residence, contribution to provident fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the Company's policy and in accordance with the Income-Tax Rules, 1962.
- c. Grant of leaves as per the Company's policy.
- d. Entitlement to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and travelling, hotel and other expenses incurred by him in India and abroad, exclusively for the official purpose of the Company.
- e. His Office shall be liable to termination by giving 3 months' notice from either side.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**8.** To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Pranav Jayesh Choksi [DIN 00001731], whose tenure expires on March 31, 2020, be and is hereby re-appointed as a Whole Time Director of the Company for a period of five years commencing from 01<sup>st</sup> April 2020 to 31<sup>st</sup> March 2025 on the terms and conditions as mentioned below and specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

a. Salary: Rs. 20.01 Lakhs per annum, with increments as may be decided by the Board of Directors from time to time.

b. Perquisites and allowances: In addition to the salary, Mr. Pranav Choksi shall also be entitled to the perquisites and allowances like house rent allowance or rent free furnished/non-furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, use of company car exceeding cubic capacity of 1.6 litres along with Chauffeur, telephone at residence, term insurance not exceeding Rs. 50.00 crores, contribution to provident fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the Company's policy and in accordance with the Income-Tax Rules, 1962.

c. Grant of leaves as per the Company's policy

d. Entitlement to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and travelling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.

e. His Office shall be liable to termination by giving 3 months' notice from either side.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**9.** To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the recommendation of the

Nomination And Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Shreyas K. Patel (DIN: 01638788), an Independent Director, whose current period of office is expiring on 25<sup>th</sup> September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office on the Board of the Company for a second term of five consecutive years commencing from 26<sup>th</sup> September 2019 to 25<sup>th</sup> September, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

**10.** To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an

**SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination And Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Gopal M. Daptari (DIN: 07660662), an Independent Director, whose current period of office is expiring on 23<sup>rd</sup> November, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office on the Board of the Company for a second term of five consecutive years commencing from 24<sup>th</sup> November 2019 to 23<sup>rd</sup> November 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

**11.** To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of Rs. 80,000/- per annum plus applicable taxes and reimbursement of actual travel and out of pocket expenses, fixed by the Board of Directors of the Company for the Cost Auditor M/s. Kale & Associates, Cost Accountants, Mumbai for audit of the cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2020, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby

authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution.”

**By order of the Board of Directors  
of Gufic Biosciences Ltd**

Place: Mumbai  
Date: August 20, 2019

**Ami N. Shah**  
Company Secretary  
Membership No. A39579

Regd. Office:  
37, First Floor, Kamala Bhavan II, S. Nityanand Road,  
Andheri (East), Mumbai – 400 069  
CIN: L24100MH1984PLC033519

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy for members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company.
3. A proxy form is enclosed with this notice. The proxy form, in order to be effective, must be received by the Company not less than 48 hours before commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Members may refer proxy related provisions in SS2 - Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution of the Board of Directors or other governing body of the body corporate authorising their representative to attend and vote on their behalf at the Meeting.
5. Members/proxies/authorised representatives are requested to bring duly filled Attendance Slip, enclosed herewith, to attend the AGM along with a valid identity proof such as the PAN card/passport/aadhaar card/driving license etc.
6. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Director seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice and is appended to the notice.
7. Pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, disclosure is appended to the notice herewith for the Statutory Auditor seeking re-appointment.
8. The Register of Members and the Transfer Books in respect of the Equity Shares will remain closed from September 24, 2019 to September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of final dividend for the year ended 31<sup>st</sup> March, 2019, if approved by the Members.
9. The dividend on Equity Shares, if approved by the shareholders at the Meeting, will be paid in accordance and compliance with the provisions of the Companies Act, 2013 and rules thereunder and as per the SEBI Listing Regulations, 2015 and as amended from time to time.
10. In order to prevent fraudulent encashment of dividend warrants, in respect of shares held in demat mode, bank particulars registered against respective depository accounts will be used by the Company for payment of dividend through ECS/NEFT. Please note that the Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. In respect of shares held in physical mode, members are requested to furnish to the Company or Company's R&T Agents, Link Intime India Private Limited, bank account details which will be printed on the dividend warrants. Shareholders' are also requested to register with the Company for payment of dividend through ECS/NEFT and provide the necessary details to R & T Agents.
11. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents.
13. In terms of Section 124 of the Companies Act, 2013 read with the rules framed thereunder, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend for the year 2011-12 shall be transferred to Investor Education and Protection Fund within the stipulated time frame in the current financial year, as stated in the Act. Members who have not encashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. The unclaimed dividend up to financial year 2010-11 has been transferred. During the year, the Company has requested those members, whose dividends for financial years from 2011-12 remaining unclaimed / unpaid, for claiming said dividend amount before transfer thereof to Investor Education and Protection Fund (IEPF). Members are requested to note that dividends not encashed or claimed within seven years from the thirty days of declaration of dividend, will, be transferred to the IEPF. The details of unclaimed and unpaid dividend is displayed on the website of the Company i.e. www.gufic.com.
14. Pursuant to provisions of section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the underlying shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF authority as notified by the Ministry of Corporate Affairs. In view thereof, after complying with the prescribed procedure, 39,128 shares on which dividend

remained to be unclaimed for seven consecutive years, were transferred to IEPF account in 2018. The Company has initiated the process of transfer of shares on which dividend has not been claimed since FY 2011-12 and the same will be transferred on due date. Members who have not claimed dividend since FY 2012-13 are requested to claim the same before the dividend and the underlying shares gets transferred to IEPF account.

15. All documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company during the office hours on all working days (except Saturdays, Sundays and Holidays) up to the date of the Annual General Meeting between 9.30 a.m. to 11.30 a.m.
16. To support the green initiative of the Government, electronic copy of the Annual report for the year ended 31st March 2019 and notice of the 35<sup>th</sup> AGM are being sent to the members whose mail IDs are available with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018 - 2019 and the notice are being sent in the permitted mode. Please note that the annual report and the notice of the 35th Annual General Meeting are also posted on the website "www.gufic.com" for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.
17. Shareholders seeking any information with regard to Annual Report are requested to write to the Company at an early date so that the information can be kept ready.
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
19. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
21. Route Map showing directions to reach to the venue of the 35<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

## 22. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through

e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 27, 2019 (9:00 am) and ends on September 29, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:  
**Step 1: Log-in to NSDL e-Voting system at** <https://www.evoting.nsdl.com/>

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

### Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password & a Verification Code as shown on the screen.  
 Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

### Manner of holding shares i.e. Your User ID is: Demat (NSDL or CDSL) or Physical

a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is I2***** then your user ID is IN300*** I2*****.
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b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is I2***** then your user ID is I2*****.
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c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### Physical User Reset Password?

- b) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

##### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [gajanan@athavale.com](mailto:gajanan@athavale.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the **Frequently Asked Questions** (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2019.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Mr. Gajanan Athavale, Practicing Company Secretary (Membership No. F 9177) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than

three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gufic.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.

#### **EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

##### **Item No. 05**

S H R & Co. is a professional Chartered Accountancy firm founded by Shri RV Shah who is in practice for more than 40 years.

S H R & Co. has grown organically over the years and is growing steadily from strength to strength by its sheer commitment to competence, credibility, performance and reliability.

It has earned recognition as being a trusted advisor, counselor, for its quality and pioneering work in its field.

It is known for its creativity, competence, passion for excellence and as a problem solver.

M/s. SHR & Co., Chartered Accountants (Registration No. ICAI FRN 120491W) were appointed as Statutory Auditors of the Company by the Members at its 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 12, 2013 till the conclusion of the 30<sup>th</sup> AGM of the Company. After the Companies Act, 2013 came into effect, M/s. SHR & Co., was re-appointed as the Statutory Auditor of the Company at the 30<sup>th</sup> AGM for a term of five consecutive years valid till the conclusion of 35<sup>th</sup> Annual General Meeting of the Company. Their present term shall expire on conclusion of this Annual General Meeting.

According to the Section 139 of the Companies Act, 2013 read with the rules framed thereunder, M/s. SHR & Co., can be appointed for another term of four years.

In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee and in the best interest of the Company, the Board of Directors have proposed and recommended re-appointment of M/s. SHR & Co., Chartered Accountants as Statutory Auditors of the Company for second term of 4 (four) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company. M/s. SHR & Co. have provided their consent and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The proposed remuneration to be paid to M/s. SHR & Co., Chartered Accountants, for the financial year 2019-20 shall be Rs. 19.50 Lakhs exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit.

The Board recommends the Resolution set out in Item No.05 of the Notice for approval of the members as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel/their relatives are concerned or interested, financially or otherwise, in the resolution at item No. 05 of the Notice.

#### **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS OF THE ACCOMPANYING NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

##### **ITEM NO. 06**

Mr. Rabi Narayan Sahoo (DIN: 01237464), was appointed as an Additional Independent Director of the Company by the Board of Directors at its Board Meeting held on 29<sup>th</sup> June 2019, whose term expires at the ensuing Annual General Meeting.

The Company have also received declaration from Mr. Rabi Narayan Sahoo confirming that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Rabi Sahoo for appointment as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to regularization of appointment of Mr. Rabi Narayan Sahoo as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years with effect from his first date of appointment i.e., 29<sup>th</sup> June 2019.

The brief profile of Mr. Sahoo, as required under the Companies Act, 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations, 2015 is annexed herewith as **Annexure A**.

None of the Directors or Key Managerial Personnel and their relatives except Mr. Rabi Narayan Sahoo are concerned or interested, financially or otherwise, in the resolution at item No. 06 of the Notice financially or otherwise, in the said Resolution.

##### **ITEM NO. 07**

The Company had appointed Mr. Jayesh Pannalal Choksi (DIN: 00001729) as Managing Director of the Company for a period of five years commencing from 01<sup>st</sup> April 2015. The Members had subsequently approved the said appointment and terms of his remuneration at the 31<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015.

Mr. Jayesh Pannalal Choksi, aged 65 years, is a Managing Director of the Company, having more than forty years of experience in the pharma sector. With his vision and sheer dedication, he has ensured the growth and development of the business of the Company and has been the main contributory to it. Under his stewardship, the Company has seen great success and the Company expanded its business and entered into various divisions like Critical Care, Infertility, API manufacturing, Healthcare and Pharma verticals. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, Mr. Jayesh P. Choksi shall be re-appointed for a further term of five years effecting from 01<sup>st</sup> April 2020 to 31<sup>st</sup> March 2025 (both days inclusive) on the terms and conditions of re-appointment including payment of remuneration as stated in the resolution set out in Item No. 07.

The brief profile of Mr. Jayesh Choksi is annexed herewith as **Annexure A**.

The Board recommends the Resolution set out in Item No. 07 of this Notice for approval of the members as Special Resolution as per requirement of Schedule V of the Act.

None of the Director/key managerial personnel/ their relatives, except Mr. Jayesh P. Choksi to whom this resolution related and his relative Mr. Pranav J. Choksi, are concerned or interested, financially or otherwise, in the special resolution set out in Item No. 07 of the Notice.

##### **ITEM NO. 08**

The Company had re-appointed Mr. Pranav Jayesh Choksi (DIN: 00001731) as a Whole Time Director of the Company for a period of five years commencing from 01<sup>st</sup> April 2015. The

Members had subsequently approved the said re-appointment and terms of his remuneration at the 31<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015.

Mr. Pranav J. Choksi, aged 36 years, is a Bachelor in Pharmacy from the Institute of Chemical Technology, University of Mumbai and have done Masters in Biotechnology from The John Hopkins University, USA. He has specialization in Autologous Cancer Vaccines in the US. He joined the Company in 2004 and has been instrumental in driving vital changes to take the Company on the international arena. This led to the Company being awarded EU GMP for its formulation business and US FDA for its API. He has been instrumental in various strategic growth initiatives, innovations including implementation of automated and other technology-enabled platforms. Under his leadership, the Company has showed sizeable growth in terms of revenue, profitability and other benchmarks.

Considering the aforesaid contribution of Mr. Pranav J. Choksi towards the growth of the Company, the Board of Directors is of the opinion that for smooth and efficient running of the business, Mr. Pranav J. Choksi shall be re-appointed for a further term of five years effecting from 01<sup>st</sup> April 2020 to 31<sup>st</sup> March 2025 (both days inclusive) on the terms and conditions of re-appointment including payment of remuneration as stated in the resolution set out in Item No. 08.

The brief profile of Mr. Pranav Choksi is annexed herewith as **Annexure A**.

The Board recommends the Resolution set out in Item No. 08 of this Notice for approval of the members as Special Resolution as per requirement of Schedule V of the Act.

None of the Director/key managerial personnel/ their relatives, except Mr. Pranav J. Choksi to whom this resolution is related and his relative Mr. Jayesh P. Choksi, are concerned or interested, financially or otherwise, in the special resolution set out in Item No. 08 of the Notice.

#### **ITEM NOS. 9 & 10**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at its 30<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2014 approved the appointment of Mr. Shreyas Kantilal Patel (DIN: 01638788) as an Independent Director of the Company for a period of 5 years commencing from 26<sup>th</sup> September, 2014 till 25<sup>th</sup> September 2019.

Mr. Gopal M. Daptari (DIN: 07660662) was appointed as an Independent Director of the Company w.e.f. November 24, 2016 for a consecutive period of three years till 23<sup>rd</sup> November 2019 and the appointment was approved by the Members at its 33<sup>rd</sup> Annual General Meeting held on 05<sup>th</sup> September 2017.

Based on the performance evaluation and on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, and as per the Articles of Association of the Company, Mr. Shreyas K. Patel and Mr. Gopal M. Daptari are eligible for re-appointment as Independent Directors and had offered themselves for re-appointment. The Board of Directors recommends the proposal to re-appoint them as Independent Directors for a term as mentioned in the respective special resolutions.

The Company have also received declaration from Mr. Shreyas K. Patel and Mr. Gopal M. Daptari confirming the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They has also given their consent to continue as Directors of the Company, if so appointed by the Members.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Shreyas K. Patel and Mr. Gopal M. Daptari for reappointment as an Independent Director.

Copy of the draft letters of re-appointment setting out terms and conditions are available for inspection at the Corporate Office of the Company between 11:00 am to 1:00 pm on all working days.

The profile of abovementioned directors has been provided in detail in the Corporate Governance section of the Annual Report. Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 and other applicable provisions are provided in Annexure A to the explanatory statement.

The Board recommends resolution nos. 9 & 10 for approval of members by way of Special Resolution.

In the opinion of the Board, the abovementioned directors fulfil the criteria of independence as specified in the Act and rules made thereunder and the SEBI Listing Regulations.

Except the directors being reappointed and their relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

#### **ITEM NO. 11**

Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act"), requires the Board to appoint an individual, who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members.

The Board of Directors at their meeting held on August 13, 2019, on recommendation of the Audit Committee, approved the appointment of M/s. Kale & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2019-20 to conduct the Cost Audit of the Company, at a remuneration of Rs. 80,000/- per annum plus taxes as applicable and reimbursement of actual travel and out of pocket expenses, for the financial year ending 31<sup>st</sup> March, 2020.

The resolution contained in Item No. 11 of the accompanying Notice, accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2019-20.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 11 of the Notice.

**By order of the Board of Directors  
of Gufic Biosciences Limited**

**Ami N. Shah**  
Company Secretary  
Membership No. A39579

Place: Mumbai  
Date: August 20, 2019



**Annexure A**

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS – 2), the particulars of Directors who are proposed to be appointed/reappointed and/or whose remuneration is proposed to be approved at this 35<sup>th</sup> Annual General Meeting, are given below:

Details of the Directors seeking appointment/re-appointment at 35<sup>th</sup> Annual General Meeting (pursuant to Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India, are as below:

<b>PART I</b>			
<b>Name of Director</b>	<b>Mr. Jayesh P. Choksi</b>	<b>Mr. Pranav J. Choksi</b>	<b>Mr. Pankaj J. Gandhi</b>
<b>DIN</b>	00001729	00001731	00001858
<b>Date of Birth</b>	29.03.1954	01.02.1983	15.06.1959
<b>Age</b>	65 years	36 Years	60 years
<b>Qualification</b>	Masters degree in Pharmacy	Bachelors in Pharmacy from the Institute of Chemical Technology, University of Mumbai and Masters in Biotechnology from The John Hopkins University, USA.	Bachelor in Commerce
<b>Experience</b>	About 40 years	About 14 years	About 30 years
<b>Expertise in specific functional areas</b>	Mr. Jayesh Choksi has a wide experience in the field of strategy, business development, corporate planning, manufacturing and general management.	Mr. Pranav Choksi has specialization in Autologous Cancer Vaccines in the US. He has a wide and rich experience in business development, planning, manufacturing, leading domestic and international business.	Mr. Pankaj Gandhi has a wide experience in liaisoning with Regulatory Authorities.
<b>Terms &amp; Conditions of Appointment/ Re-Appointment</b>	Re-appointment as a Chairman and Managing Director for a period of 5 years with effect from 01 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2025. (Refer Item No. 07 of the Notice and Explanatory Statement)	Re-appointment as a Whole Time Director of the Company for a period of five years with effect 01 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2025. (Refer Item No. 08 of the Notice and Explanatory Statement)	Retires by rotation and being eligible, offers himself, for re-appointment as a director
<b>Remuneration sought to be paid</b>	Refer Item No.07 of the Notice	Refer Item No.08 of the Notice	Not Applicable
<b>Remuneration last drawn, for the financial year 2018-19</b>	Refer Corporate Governance Report		
<b>Date of First Appointment on the Board</b>	31.08.1999	25.06.2004	01.08.2013
<b>Shareholding in the Company</b>	1,80,10,259 equity shares	72,68,626 equity shares	NIL
<b>No. of Meetings attended during the year</b>	9	8	9
<b>Relationship between Directors inter-se</b>	Mr. Jayesh P. Choksi is the father of Mr. Pranav J. Choksi who is Chief Executive Officer and Whole Time Director of the Company.	Mr. Pranav J. Choksi is the son of Mr. Jayesh P. Choksi who is Chairman & Managing Director of the Company.	None
<b>Directorships in other Companies</b>	1. Gufic Chem Pvt. Limited 2. Gufic Pvt. Limited 3. Jal Private Limited 4. Gufic Lifesciences Pvt. Limited 5. Zircon Teconica Pvt. Limited (formerly known as "Zircon Finance and leasing Pvt. Limited") 6. Zire Realty Limited 7. Tricon Enterprises Pvt. Limited 8. Motif Hotels LLP	1. Gufic Chem Pvt. Limited 2. Gufic Pvt. Limited 3. Jal Private Limited 4. Gufic Lifesciences Pvt. Limited 5. Zircon Teconica Pvt. Limited (formerly known as "Zircon Finance and leasing Pvt. Limited") 6. Motif Hotels LLP 7. FC Kingsmen LLP	1. Gufic Chem Pvt. Limited 2. Jal Private Limited
<b>Membership/Chairmanship of committees of all public limited companies including Gufic Biosciences Limited</b>	<b>Gufic Biosciences Limited</b> • Audit Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee	<b>Gufic Biosciences Limited</b> • Audit Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee	None

**PART II**

<b>Name of Director</b>	<b>Mr. Shreyas Kantilal Patel</b>	<b>Mr. Gopal M. Daptari</b>	<b>Mr. Rabi Narayan Sahoo</b>
<b>DIN</b>	01638788	07660662	01237464
<b>Date of Birth</b>	31.12.1962	29.10.1949	10.02.1960
<b>Age</b>	57 years	69 years	59 years
<b>Qualification</b>	Diploma in Chemical Engineering	B.A (Hons) LLB	Graduation in MD, pharmacology from AIIMS, New Delhi
<b>Experience</b>	About 30 years	About 40 years	About 30 years
<b>Expertise in specific functional areas</b>	Mr. Shreyas Patel has rich experience of over 35 years in the engineering industry. He is also an entrepreneur with a manufacturing facility for fabrication of press parts in Nasik.	He is an Advocate by Profession. He is mainly specialized in labour & Industrial Laws related matters.	Dr. Sahoo has a wide experience in regulatory affairs, clinical research and medical services.
<b>Terms &amp; Conditions of Appointment/ Re-Appointment</b>	Re-appointment as an Independent Director of the Company, for a term of five consecutive years commencing from 26 <sup>th</sup> September 2019 to 25 <sup>th</sup> September 2024. (Refer Item No. 09 of the Notice and Explanatory Statement)	Re-appointment as an Independent Director of the Company, for a term of five consecutive years commencing from 24 <sup>th</sup> November 2019 to 23 <sup>th</sup> November 2024. (Refer Item No. 10 of the Notice and Explanatory Statement)	Re-appointment as an Independent Director of the Company, for a term of three consecutive years commencing from 29 <sup>th</sup> June 2019 to 28 <sup>th</sup> June 2022. (Refer Item No. 06 of the Notice and Explanatory Statement)
<b>Remuneration Sought to be Paid (Exclusive of Sitting Fees)</b>	Nil		
<b>Remuneration last drawn, for the financial year 2018-19</b>	Refer Corporate Governance Report		
<b>Date of First Appointment on the Board</b>	27.08.2014	24.11.2016	29.06.2019
<b>Shareholding in the Company</b>	2600 equity shares	NIL	NIL
<b>No. of Meetings attended during the year</b>	8	3	NA
<b>Relationship between Directors inter-se</b>	None	None	None
<b>Directorships in other Companies</b>	1. Stru Fabtech India LLP 2. Shreguf Pharma LLP 3. Hi-Tech Milspec Tools and Calibration LLP	NIL	I. DR. Sahoo's Clinical Services Private Limited
<b>Membership/ Chairmanship of committees of all public limited companies including Gufic Biosciences</b>	<b>Gufic Biosciences Limited</b> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee	<b>Gufic Biosciences Limited</b> • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee	NIL



CIN. L24100MH1984PLC033519

Regd. Office: 37, First Floor, Kamala Bhavan II, S. Nityanand Road, Andheri (East), Mumbai – 400 069, Maharashtra, India.

Corp. Office: SM House, 11 Sahakar road, Vile Parle (East), Mumbai -400 057, Maharashtra, India.

• Ph.: 022 – 6726 1000 • Fax: 022 – 6726 1067 / 68 • E-mail:- info@guficbio.com • website:www.gufic.com

### ATTENDANCE SLIP

I hereby record my presence at the 35<sup>th</sup> **ANNUAL GENERAL MEETING** of the Company held on 30 September, 2019 at 2:30 p.m. at VITS - Luxury Business Hotels, Andheri Kurla Road, International Airport Zone, Andheri (East), Mumbai 400 059, Maharashtra, India

<b>Regd. Folio/DPID &amp; Client ID</b>	
<b>Name and address of the Shareholder</b>	
<b>Joint Holders</b>	

**SIGNATURE OF THE MEMBER/  
JOINT MEMBER(S) / PROXY**

**Note:**

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Electronic copy of the Annual Report for the year ended 31<sup>st</sup> March, 2019 and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance slip.
3. Physical copy of the Annual Report for the year ended 31<sup>st</sup> March, 2019 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

### E-Voting Information

<b>EVEN (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>PASSWORD/PIN</b>

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address :	
E-mail ID :	
Folio No/ DP ID-Client ID :	

I/ We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. Name: ..... Address : .....  
E-mail ID:..... Signature: .....or failing him;
2. Name: ..... Address : .....  
E-mail ID: ..... Signature: ..... or failing him;
3. Name: ..... Address : .....  
E-mail ID: ..... Signature: .....or failing him;

As my/ our proxy to attend and vote (on poll) for me/us and on my/ our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> September, 2019 at 2:30 p.m. at VITS - Luxury Business Hotels, Andheri Kurla Road, International Airport Zone, Andheri (East), Mumbai 400 059, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Optional	
		For	Against
	<b>ORDINARY BUSINESS.</b>		
1.	To adopt Audited Standalone Financial Statements for the year ended 31 <sup>st</sup> March, 2019.		
2.	Approval of Final Dividend for the financial year ending March 31, 2019		
3.	Appointment of Mr. Jayesh P. Choksi (DIN: 00001729), who retires by rotation and being eligible, offers himself, for re-appointment as a director		
4.	Appointment of Mr. Pankaj J. Gandhi (DIN: 00001858), who retires by rotation and being eligible, offers himself, for re-appointment as a director		
5.	Re-appointment of M/s. SHR & Co, Chartered Accountants (FRN 120491W) as Statutory Auditor of the Company for a term of 4 (four) years		
	<b>SPECIAL BUSINESS</b>		
6.	Re-appointment of Mr. Rabi N. Sahoo (DIN: 01237464) as Non-Executive Independent Director of the Company for a term of 3 (Three) consecutive years w.e.f 29th June 2019.		
7.	Re-appointment of Mr. Jayesh P. Choksi (DIN: 00001729) as Chairman and Managing Director for a period of 5 (Five) years with effect from 01st April 2020.		
8.	Re-appointment of Mr. Pranav Jayesh Choksi DIN: 00001731) as a Whole Time Director of the Company for a period of 5 (Five) years with effect from 01st April 2020.		
9.	Re-appointment of Mr. Shreyas K. Patel (DIN: 01638788) as an Independent Director of the Company for a term of 5 (Five) years w.e.f 26 <sup>th</sup> September 2019.		
10.	Re-appointment of Mr. Gopal M. Daptari (DIN: 07660662) as an Independent Director of the Company for a term of 5 (Five) consecutive years w.e.f 24 <sup>th</sup> November 2019.		
11.	Ratification of Remuneration of M/s. Kale & Associates, Cost Auditor of the Company.		

Signed this ..... day of ..... 2019

Signature of shareholder: .....

Signature of Proxy holder(s): .....





**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the **Registered Office** of the company not less than 48 hours before the commencement of the meeting. Proxy need not be a member of the company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. For the Resolution, Explanatory Statement and Notes, please refer to Notice of the 35<sup>th</sup> Annual General Meeting forming part of the Annual report.
4. Please complete all details including details of member(s) in above box before submission.

## Map for the Venue of 35<sup>th</sup> Annual General Meeting

