

180/LG/SE/SEPT/2023/GBSL

September 6, 2023

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001
Scrip Code: 509079

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Symbol: GUFICBIO

Dear Sir/Madam,

Subject: Intimation of 39th Annual General Meeting, Book Closure and Record date

With reference to the above captioned subject, we wish to inform you that the 39th Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, September 29, 2023 at 3:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the Ordinary and Special Business as set out in the Notice convening the 39th AGM dated September 01, 2023. A copy of the Notice of 39th AGM is enclosed herewith.

Further, pursuant to the provision of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of AGM and payment of final dividend for the financial year ended March 31, 2023, if approved by the shareholders at the ensuing 39th AGM. Intimation of book closure and record date is as below:

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
BSE: 509079 NSE: GUFICBIO	Equity	Friday, September 22, 2023	Friday, September 29, 2023	Thursday, September 21, 2023	Annual General Meeting and for payment of final dividend for FY 2022-23

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Gufic Biosciences Limited

Ami Shah
Company Secretary
Membership No.: A39579

Encl.: As above

NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting (AGM) of the Members of Gufic Biosciences Limited will be held on Friday, September 29, 2023 at 3:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:-

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, including the Audited Balance Sheet as at March 31, 2023, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
- To declare a Final Dividend @ 10% i.e., Re. 0.10/- per equity share of the face value of ₹ 1/- each for the Financial Year ended March 31, 2023.
- To appoint a director in place of Mr. Pranav J. Choksi (DIN: 00001731), who retires by rotation pursuant to Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To appoint a director in place of Mr. Bal Ram H. Singh (DIN: 06918085), who retires by rotation pursuant to Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. RATIFICATION OF REMUNERATION PAYABLE TO M/S. KALE & ASSOCIATES (FRN: 001819), COST AUDITORS FOR THE FINANCIAL YEAR 2023-24

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 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 100,000 /- per annum plus applicable taxes and reimbursement of actual travel and out of pocket expenses incurred in connection with the audit, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, for M/s. Kale & Associates (FRN: 001819), Cost Accountants, Mumbai, who was appointed as Cost Auditors of the Company by the Board of Directors for conducting audit of the cost records of the Company for the Financial Year ending March 31, 2024, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally 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 the said resolution.”

6. CONTINUATION OF DIRECTORSHIP OF MR. JAYESH P. CHOKSI (DIN: 00001729) AS CHAIRMAN & MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the continuation of holding of office of Chairman & Managing Director by Mr. Jayesh P. Choksi (DIN: 00001729) on attaining the age of 70 (Seventy) years on March 29, 2024, on the existing terms and conditions duly approved by the shareholders in the 35th Annual General Meeting held on September 30, 2019 and shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

7. CONTINUATION OF DIRECTORSHIP OF MR. GOPAL M. DAPTARI (DIN: 07660662) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of the Company be and is hereby accorded for continuation of directorship by Mr. Gopal M. Daptari (DIN:07660662) as a Non-Executive Independent Director of the Company who shall attain the age of 75 (seventy-five) years on 29th October, 2024, until the expiry of his current term.

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

hereby severally authorised to do all acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

8. APPROVAL OF GUFIC BIOSCIENCES LIMITED - EMPLOYEE STOCK OPTION PLAN, 2023 (“GUFIC ESOP 2023”) AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY THEREAFTER

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

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 (the “Act”) read with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Foreign Exchange Management Act, 1999, (“FEMA”) (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SEBI SBEB & SE Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”), SEBI and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to and accepted by the Company, Consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee (“NRC”), further designated as “Compensation Committee” which the Board of Directors has

constituted to exercise its powers, including the powers, conferred by this resolution) to introduce and implement the “GUFIC BIOSCIENCES LIMITED EMPLOYEE STOCK OPTION PLAN 2023” (“Gufic ESOP 2023 / this ESOP 2023 / the Scheme”), the salient features of which are furnished in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are designated employees of the Company, whether working in India or outside India, and/or to the Director of the Company, whether a Whole-Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director under the “Gufic ESOP 2023” and excluding the employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of Employee Stock Options (“Options or Stock Options”) not exceeding 5,00,000 (Five Lakhs) Stock Options Convertible into the equivalent number of equity shares or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues as may be applicable from time to time, in terms of “Gufic ESOP 2023” as per applicable law, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, SEBI (SBEB & SE) Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) thereon, for the time being in force) and other rules regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to create, offer, issue and allot at any time not exceeding 5,00,000 (Five Lakhs) equity shares having face value of ₹ 1/- (Rupees One Only) each (the “Equity Shares”) or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues in terms of “Gufic ESOP 2023” as per applicable law, upon exercise of Options at such price, in one or more tranches and on such terms and conditions including vesting conditions, as may be fixed or determined by the board in its sole and exclusive discretion.

RESOLVED FURTHER THAT the Scheme shall be administered by the NRC of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the

purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism.

RESOLVED FURTHER THAT all actions taken by the Board/ NRC in connection with the above and all incidental and ancillary things done, including the appointment of Merchant Banker, under applicable laws and regulations, be and are hereby approved.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Options shall rank pari-passu in all respect, including dividends with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm the accounting policies, guidelines or Accounting Standards including the disclosure requirements as prescribed from time to time under SEBI (SBEB & SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to "Gufic ESOP 2023".

RESOLVED FURTHER THAT the Board, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for In principle Approval, Listing and Trading Approval of the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations and to do all such acts, deeds, matters and things including the appointment of or authorizing or

directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the "Gufic ESOP 2023", as it may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors or to any Key Managerial Personnel, or any other officers and employees as it may deem fit to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution".

9. EXTENSION OF THE GUFIC BIOSCIENCES LIMITED EMPLOYEE STOCK OPTION PLAN 2023 ("GUFIC ESOP 2023") TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY(IES) AND/OR ASSOCIATE COMPANY(IES), IF ANY OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 (the "Act") read with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SEBI (SBEB & SE) Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), SEBI and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or

bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to and accepted by the Company, Consent of the Members of the Company be and is hereby accorded to extend the benefits of “GUFIC BIOSCIENCES LIMITED EMPLOYEE STOCK OPTION PLAN 2023” (“Gufic ESOP 2023 / this ESOP 2023 / the Scheme”) including the grant of Employee Stock Options (“Options or Stock Options”) and issuance of Equity Shares (“Shares”) thereunder for the benefit of such person(s) who are employees of Subsidiary(ies) and/or Associate Company(ies), if any, of the Company, whether working in India or outside India including the future subsidiary and associate companies of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) but does not include an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

RESOLVED FURTHER THAT Consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are employees of Subsidiary and/or Associate Companies, if any, of the Company, whether working in India or outside India, and the future subsidiary and associate companies of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the “Gufic ESOP 2023” but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of Employee Stock Options (“Options or Stock Options”) not exceeding 5,00,000 (Five Lakhs) Stock Options convertible into equivalent number of equity shares [together with the Stock Options proposed to be created/offered/issued/allotted to or for the benefit of such persons who are in employment of the Company as mention in the Resolution No. 8 in terms of “Gufic ESOP 2023”] or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues in terms of “Gufic ESOP 2023” as per applicable law, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, SEBI (SBEB & SE) Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) thereon, for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to create, offer, issue and allot at any time not exceeding 5,00,000 (Five Lakhs) equity shares having face value of ₹1/- (Rupees One Only) (the “Equity Shares”) [together with the equity shares proposed to be created/offered/issued/allotted to or for the benefit of such persons who are in employment of the Company as mention in the Resolution No. 8 in terms of “Gufic ESOP 2023”] or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues in terms of “Gufic ESOP 2023” as per applicable law, to the employees of Subsidiary and Associate Companies upon exercise of Options at such price, in one or more tranches and on such terms and conditions including vesting conditions, as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT all actions taken by the Board/ NRC in connection with the above and all incidental and ancillary things done, including the appointment of Merchant Banker, under applicable laws and regulations, be and are hereby approved .

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company upon the exercise of Options shall rank pari-passu in all respect including dividends with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm the accounting policies, guidelines or accounting standards including the disclosure requirements as prescribed from time to time under SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to “Gufic ESOP 2023”.

RESOLVED FURTHER THAT the Board, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in

its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for In principle Approval, Listing and Trading Approval of the Stock Exchanges, where the Equity Shares of the Company are listed, in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the “Gufic ESOP 2023”, as it may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of the Board of Directors or to any Key Managerial Personnel, or any other officers and employees as it may deem fit to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution”

10. TO CONSIDER AND APPROVE THE ISSUE OF 33,33,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO THE NON-PROMOTER OF THE COMPANY:

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (“the Act”) read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] and the provisions of the Foreign Exchange Management Act, 1999 [including any statutory modification(s) or re-enactment(s) of the Act or the SEBI ICDR Regulations or the Listing Regulations or SEBI (Takeover) Code, as the case may be, for the time being in force], the enabling

provisions of Memorandum and Articles of Association of the Company and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”), SEBI and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to and accepted by the Company and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board of Directors in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted by the Board or hereinafter constitute to exercise one or more of its powers, including the powers conferred by this resolution) to create, offer, issue and allot 33,33,000 (Thirty Three Lakhs and Thirty Three Thousand) fully paid up equity shares of the Company having face value of ₹1/- each, from time to time, in one or more tranches at an issue price of ₹300/- (Rupees Three Hundred Only) per equity share at a premium of ₹ 299/- (Rupees Two Hundred and Ninety-Nine Only) per equity share, which is not less than the issue price determined in accordance with Chapter V of SEBI ICDR Regulations, aggregating to ₹ 99,99,00,000/- (Rupees Ninety-Nine Crores and Ninety Nine Lakhs Only) to the below mentioned proposed allottee for cash consideration by way of preferential and private placement basis (“Preferential Issue”) in such manner and on such terms and conditions as stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

Name of the Proposed Allottee	Category	No. of equity shares
Motilal Oswal Financial Services Limited	Non-Promoter	33,33,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of determination of the issue price of equity shares to be issued on a Preferential basis to Identified Non-Promoter be and is hereby fixed as Wednesday, August 30, 2023 being the date 30 days prior to the date of 39th Annual General Meeting ('AGM or 39th AGM').

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottee under the Preferential Issue shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividends and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be.
- c. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- d. The pre-preferential shareholding of the Proposed Allottee, if any, and Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
- e. The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f. The Equity Shares so offered, issued and allotted to the Proposed Allottee are being issued for cash consideration and will constitute full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.
- g. The Proposed Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Allottees, on or before the date of allotment thereof from its bank accounts.
- h. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the proposed allottee for

application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with the provisions of the Act.

- i. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of the pendency of any approval or permission of such allotment by any applicable regulatory authorities, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be.
- j. The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved here in above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through letter of offer/ private placement offer cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations after passing of this resolution with a stipulation that allotment would be made only upon receipt of in principle approval from the Stock Exchanges, where the shares of the Company is listed.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the MCA/ROC, Stock Exchanges and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the

Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Committee of the Board or to any Key Managerial Personnel, or any other officers and employees as it may deem fit to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

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

Sd/-

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

Place: Mumbai

Date: September 01, 2023

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 (“the Act”), which sets out details relating to Special Business to be transacted at AGM, is annexed hereto. Further, information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars issued thereunder and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“ICSI”) are also annexed.
2. Pursuant to the General Circulars issued by Ministry of Corporate Affairs (“MCA”) dated December 28, 2022, read together with Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 (collectively referred to as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (“SEBI”), companies are permitted to send the annual reports to shareholders only on email and to hold Annual General Meeting (“AGM”/ “Meeting”) through Video-Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) without physical presence of the Members at a common venue. In compliance of the same, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since, this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice. However, in pursuance to Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
4. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
5. The Members can join the AGM in the VC / OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility for participation at the AGM through VC / OAVM will be made available to at least 1000 members on first-come first-served basis. This provision will not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come first-served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, National Securities Depository Limited (NSDL) has been appointed as the authorized agency to provide facility of casting votes by a member using remote e-Voting system prior to the AGM and e-voting during the AGM.
8. In line with the requisite MCA and SEBI Circulars, Notice of AGM along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those members whose email address is registered with the Company /RTA /Depository Participants/ Depositories. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on the Company's website at www.gufic.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
9. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Scrutinizer at its registered email address viz. mg@mgconsulting.in with a copy marked to evoting@nsdl.co.in, at least 48 hours before the commencement of the AGM.
10. The Register of Members and the Transfer Books in respect of the Equity Shares will remain closed from September 22, 2023 to September 29, 2023 (both days inclusive) for the purpose of AGM and payment of final dividend for the year ended March 31, 2023, if approved by the Members.
11. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle an equity shareholder from attending the Meeting. However, any equity shareholder who has voted through remote e-voting prior to the Meeting cannot vote through e-voting during the Meeting. The equity shareholders attending the Meeting through VC/ OAVM who have not cast their vote through remote e-voting prior to the Meeting shall be entitled to exercise their vote using the e-voting facility made available during the Meeting through VC/OAVM.
12. The Board of Directors at its Meeting held on May 29, 2023, recommended a Final Dividend @ 10% i.e. ₹0.10/- per equity share of face value of ₹1/- each of the Company for the financial year ended March 31, 2023 and the same if declared/ approved at the 39th AGM, will be paid subject to deduction of tax at source at prescribed rates on or after October 4, 2023 but before the expiry of statutory period of 30 days from the date of AGM, to the Company's members whose names stand in the Register of Members as beneficial owners at the close of business hours on September 21, 2023.
13. Pursuant to SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, the SMART ODR Portal (Securities Market Approach for Resolution Through ODR Portal) has been established for resolving disputes in the Indian Securities Market. This platform is designed to enhance Investor Grievance Redressal by enabling investors to access Online Dispute Resolution Institutions for the resolution of their complaints. Disputes between investors and Companies, Registrars and Share Transfer Agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal.
To gain access to the SMART ODR Portal, you need to register yourself on the platform by providing necessary details at <https://smartodr.in/login>. Registration and resolution of complaints/disputes will begin on September 16, 2023.
14. Members are requested to do following, if not done yet:
 - Provide / update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque, self- attested identity proof and address proof, for remittance of dividend through ECS/ NEFT and prevent fraudulent encashment of dividend warrants.
 - Mandatory updation of PAN, KYC, nomination and bank details by Members.

Members holding shares in physical form

SEBI Circular no. SEBI/HO/MIRSD /MIRSD PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated all listed companies to ensure that shareholders holding equity shares in physical form shall update their PAN, KYC details, nomination and bank account. Any service request or complaint from member, cannot be processed by Registrar and Share Transfer Agent ("RTA") until their PAN, KYC, nomination and bank account details are recorded/updated in the records of RTA. The relevant forms for updating the records are available on Company's website at <http://gufic.com/media/investors/investor-communications/> and the duly filled forms to be submitted to the Company's RTA. Further, in absence of the above information on or after October 1, 2023, the f o l i o (s)

shall be frozen by RTA in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Members holding shares in Dematerialised Form

Relevant documents needs to be submitted to Depository Participants.

- In SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its RTA for assistance in this regard.
 - Pursuant to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website <http://gufic.com/media/investors/investor-communications/> Members are requested to submit the said details to their Depository Participant (DP) in case the shares are held by them in dematerialized form and to Link Intime India Private Limited, RTA of the Company in case the shares are held in physical form.
15. Members holding shares in physical form, with identical names & in multiple folios are requested to send to the Company or RTA, details of such folios along with the share certificate for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
 16. Pursuant to Notification No. SEBI/LADNRO/GN/ 2018/24 dated June 8, 2018 and Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 issued by SEBI, 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.
 17. Non Resident Indian (NRI) Members are requested to inform the RTA immediately:
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier and
 - Change in their residential status and address in India on their return to India for permanent settlement.
 18. 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 RTA 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 informed only to the DP of the Members. In respect of shares held in physical mode, Members are requested to furnish to the Company or Company's RTA, 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 RTA.
 19. Dividend warrant(s) / cheque(s) shall be dispatched to Members whose bank account details have not been updated.
 20. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February, 2019 that 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 Shareholder is holding shares in the Company on behalf of other or fulfilling the criteria, he/she 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.
 21. In terms of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any dividend remaining unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Accordingly, unpaid / unclaimed dividends till FY 2014-15 have been transferred to IEPF. Further, the unpaid dividend for the year 2015-16 shall be transferred to IEPF 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 RTA. Further, all the shares in respect of which dividend has

remained unclaimed for 7 consecutive years or more from the date of transfer to unclaimed/ unpaid dividend account shall also be transferred to IEPF Authority. In view of this, the Company hereby request those members, whose dividends for financial years from 2015-16, if remaining unclaimed / unpaid, to claim the said dividend amount before transfer thereof to IEPF. The details of unclaimed and unpaid dividend is displayed on the website of the Company at http://gufic.com/media/investors/unclaimed_shares/gufic-iepf/unclaimed-and-unpaid-dividend/

22. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed dividend of Rs. 47,707/- pertaining to the dividend for the financial year ending March 31, 2015 and 30,173 unclaimed shares were transferred to IEPF during the Financial Year 2022-23. The Company had sent individual communication to the concerned shareholders to claim their dividend in order to avoid transfer of dividends/ shares to IEPF Authority. The Company has initiated the process of transfer of shares on which dividend has not been claimed for seven consecutive years since FY 2015-16 and the same will be transferred on due date. Members who have not claimed dividend since FY 2015-16 are requested to claim the same before the dividend and the underlying shares gets transferred to IEPF account. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in web Form No. IEPF - 5 available on www.iepf.gov.in
23. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2023. Members seeking to inspect such documents can send an email to assistantlegal@guficbio.com/corporaterelations@guficbio.com.
24. To support the green initiative and pursuant to MCA and SEBI Circulars, only electronic copy of the Annual Report for the year ended March 31, 2023 and notice of the 39th AGM are being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from RTA and whose email address are available with the RTA/ DP(s). Physical copy of the report is not sent to any of the shareholder. Annual Report and the notice of the 39th AGM are also posted on the website of the Company at www.gufic.com for download.

The notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and

www.nseindia.com respectively.

The AGM Notice is also disseminated on the website of National Securities Depository Limited (“NSDL”) (agency for providing the remote e-voting facility and e-voting system during the AGM) at www.evoting.nsdl.com.

25. To disseminate all the communication promptly, members who have not registered their email IDs so far, are requested to register the same with DP / RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
26. Voting through electronic means
- i. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Listing Regulations, the Company is pleased to provide members facility of remote e-voting to its Members through e-Voting agency NSDL.
 - ii. The remote e-voting period commences on Tuesday, September 26, 2023 (9:00 a.m.) and ends on Thursday, September 28, 2023 (5:00 p.m.). During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, September 21, 2023, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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.
 - iii. The process and manner for remote e-voting are as under:





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step I: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the Company, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e- Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1 800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and 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 login 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. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 mg@mgconsulting.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to: assistantlegal@guficbio.com / corporaterelations@guficbio.com
2. In case shares are held in demat mode, please provide

DPID CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to assistantlegal@guficbio.com / corporaterelations@guficbio.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/ OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC / OAVM link under Join General Meeting menu. The link for VC/OAVM will be available in shareholder/members login where the EVEN of the Company will be displayed.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the 39th AGM may register themselves as speaker by sending their request, mentioning their name, demat account number/folio number, email id, mobile number at assistantlegal@guficbio.com / corporaterelations@guficbio.com on or before September 22, 2023. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, demat account number/folio number, email id, mobile number, to the aforementioned email ids. The Company will suitably reply to these queries by email.
6. Shareholders, who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at assistantlegal@guficbio.com / corporaterelations@guficbio.com. The same will be replied by the company suitably.

OTHER INSTRUCTIONS:

- i. 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).
- ii. 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 i.e. September 21, 2023.
- iii. 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 21, 2023 may obtain the login ID and password by sending a request at 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 or contact NSDL at 022-4886 7000 and 022-2499 7000

- iv. 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 e-voting.
- v. M/s. Manish Ghia & Associates, Practicing Company Secretaries 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.
- vi. The Chairman shall at the end of discussion on the resolutions on which voting is to be held at the AGM, allow voting with the assistance of scrutinizer, by use of e-voting facility available during the AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- vii. The Scrutinizer shall after the conclusion of e-voting at the general meeting, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) in the presence of at least two witnesses not in the employment of the Company and shall submit 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 results within the time stipulated under the applicable laws.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.gufic.com and on the website of NSDL at www.evoting.nsdl.com simultaneously 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 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 10 of the accompanying Notice:

ITEM NO. 5

Pursuant to Section 148(3) of the Act read with The Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on May 29, 2023, approved the appointment of M/s. Kale & Associates, Cost Accountants (FRN: 001819), as the Cost Auditors to audit the cost records maintained by the Company for the financial year ending March 31, 2024, at a remuneration of ₹ 100,000 (Rupees One Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

M/s. Kale & Associates, Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959.

The resolution contained in Item No. 5 of the accompanying Notice, accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2023-24.

The Board recommends resolution no. 5 for approval of members by way of Ordinary Resolution.

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. 5 of the Notice.

ITEM NO. 6:

The Shareholders of the Company at the 35th Annual General Meeting ("AGM") held on September 30, 2019 approved re-appointment of Mr. Jayesh Choksi as a Chairman & Managing Director of the Company for a period of five years effective from April 1, 2020 to March 31, 2025. Mr. Jayesh Choksi, Chairman & Managing Director will attain the age of 70 years on March 29, 2024.

The Company seeks consent of the members under the provisions of Section 196(3)(a) of the Act by way of special resolution for continuation of his holding the existing office after attaining the age of 70 years during his term of appointment on the same terms of appointment and remuneration as approved by the Members at its 35th AGM.

Mr. Jayesh Pannalal Choksi, is instrumental in the Group's expansion 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.

It is considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services from Mr. Jayesh Pannalal Choksi due to his extensive experience regardless of his age. The Board has approved the above proposal at its meeting held on August 11, 2023 and recommends the same to the members for their approval by passing Special Resolution.

Relevant details relating to continuation of directorship of Mr. Jayesh Pannalal Choksi, including his profile, as required under the Act, the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the "Annexure-A" to this Notice. Mr. Jayesh Pannalal Choksi is not disqualified from continuing as a Director in terms of Section 164 of the Act, and has consented to continue as a Director of the Company. He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated 20th June, 2018.

The Board recommends resolution no. 6 for approval of members by way of Special Resolution.

Except, Mr. Jayesh Pannalal Choksi, Mr. Pranav Jayesh Choksi and his relatives, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 6 of the Notice.

ITEM NO. 7:

In accordance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), consent of the members by way of special resolution is required to appoint/continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years. The consent of the members by way of Special Resolution is sought for the continuation of directorship of Mr. Gopal Daptari, who will be attaining the age of 75 (seventy-five) years on 29th October, 2024. Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at their meeting held on August 11, 2023, proposed the continuation of Mr. Gopal Daptari as a Non-Executive – Independent Director of the Company, and recommends the same to the members for their approval by way of Special Resolution. In the opinion of the NRC and Board of Directors of the Company, considering Mr. Gopal Daptari's seniority, role played by him towards the growth of this Company and to reap the benefits of his rich and varied

experience, approval of the members is sought for continuation of Mr. Gopal Daptari as a Non-Executive - Independent Director until expiry of his current term, as set out in Resolution No. 7 of this Notice.

Relevant details relating to continuation of directorship of Mr. Gopal Daptari, including his profile, as required by the Act, the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the "Annexure-A" to this Notice. Mr. Gopal Daptari is not disqualified from continuing as a Director in terms of Section 164 of the Act, and has consented to continue as a Director of the Company. He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated 20th June, 2018.

The Board recommends resolution no. 7 for approval of members by way of Special Resolution.

None of the Directors /Key Managerial Personnel/ Promoters/ their relatives/ are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 7 of the Notice.

ITEM NO. 8 & 9:

The Board of Directors of your Company understands the need to enhance employee engagement, reward the employees for their association and performance as well as motivate them to contribute to the growth and profitability of the Company. Employee Stock options have been recognized as an equity-based remuneration that rewards the employees for their loyalty, contribution and performance and motivates them to keep contributing to the growth and profitability of the Company including alignment of personal goals of the employee with organizational objectives by participating in the ownership of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors at their meeting held on Friday, August 11, 2023 has approved the "Gufic Biosciences Limited Employee Stock Option Plan 2023" ("Gufic ESOP 2023 / this ESOP 2023 / the Scheme") to or for the benefit of such Employee as defined in the Scheme.

In terms of Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013 ("Act") for the issue of Shares to the Employees of the Company under an Employee Stock Options Scheme requires approval of the members by way of Special Resolution.

Hence, Item No. 8 is for seeking your approval by way of special resolution for the formulation and implementation of the Gufic ESOP 2023 and the issuance of Equity Shares thereunder.

Further, as per Regulation 6 of SEBI (SBEB & SE) Regulations, separate resolution shall be obtained in case the Company wants to grant Options to the Employees of Subsidiary Company.

Hence, Item No.9 is for seeking your approval by way of special resolution for the grant of Options to Employees of the Group Companies including Subsidiary or Associate Companies, in India or outside India, of the Company.

Disclosures pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Act (including any statutory modification(s) or re-enactment(s) of the Act or the Guidelines, for the time being in force), are as under:

1. Brief Description of the Scheme:

This plan called the "Gufic Biosciences Limited Employee Stock Option Plan 2023" ("Gufic ESOP 2023 / this ESOP 2023 / the Scheme") provides alternatives to the Company to reward its eligible employees (as selected by the Nomination and Remuneration Committee designated as "Compensation Committee") in form of Stock Options. Subject to applicable law and terms and conditions of the "Gufic ESOP 2023", the eligible employees shall be entitled to receive Equity Shares upon fulfillment of those conditions as determined by the Compensation Committee including payment of Exercise Price and satisfaction of tax obligation arising thereon. The objectives of the Company for providing an Employee Incentive Scheme are as under:

- a. To reward the employees for their loyalty and contribution to the Company as well as their performance;
- b. To motivate the employees to contribute to the growth and profitability of the Company;
- c. To attract and retain talent in the Company;
- d. To create a sense of ownership and participation amongst the employees to share the value they create for the Company in the years to come.

2. The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted:

The total number of options that may be granted under Gufic ESOP 2023 shall not exceed 5,00,000 (Five Lakhs) options which are convertible into the equivalent number of equity shares of the Company having face value of ₹ 1/- (One) each at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Compensation Committee in its sole and exclusive discretion.

3. Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme:

The following classes of the employees, shall be eligible

to participate in the “Gufic ESOP 2023”:

- i. an Employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a Whole Time Director or not, including a Non-executive Director who is not a promoter or member of the promoter group, but excluding an Independent Director; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, of the Company, but does not include:
 - a) an employee who is a promoter or a person belonging to the promoter group; or
 - b) a Director who, either himself or through his relative or through any body corporate directly or indirectly, holds more than 10% percent of the outstanding equity shares of the Company.

The eligibility of an employee shall be determined by the Compensation Committee from time to time in its sole and exclusive discretion.

4. Requirement and period of Vesting and Maximum Period within which the options/ SARs/benefits shall be vested:

The options granted to the eligible employees under the Gufic ESOP 2023 shall vest subject to the continuation of his/her employment with the Company and/or its subsidiary and/or its associate Company. The specific performance parameters may be decided by the Compensation Committee from time to time.

Further, Options granted under the Gufic ESOP 2023 would vest not earlier than the minimum vesting period of 1 (One) year and not later than the maximum vesting period of 4 (Four) years from the date of Grant of such Options at the discretion of and in such manner as prescribed by the Compensation Committee from time to time.

5. Exercise Price, SAR Price, Purchase Price or Pricing Formula:

Under the Gufic ESOP 2023, the Exercise Price of options shall be based on the closing market price of the Company's Equity Shares quoted on the stock exchanges immediately prior to the date of the meeting of the Compensation Committee (including circular resolution) on which grant is to be made, as may be discounted at the discretion of the Compensation Committee but it shall not be less than the face value of the shares i.e. ₹ 1/- per share.

As the Equity Shares of the Company are listed on more than one recognized stock exchange, the closing price on the recognized stock exchange having a higher trading volume shall be considered as the market price for determining the exercise price.

6. Exercise period/ offer period and process of exercise/ acceptance of offer:

The exercise period for the Exercise of an Option would be 6 (Six) months from the date of its vesting (“Maximum Exercise Period”) and the Option granted to an Eligible Employee would lapse if it is not exercised by them within the Maximum Exercise Period. The Eligible Employees may, at their discretion, can choose to exercise all or part of the vested options to them in one or more tranches or such other minimum number of vested options that are acceptable by the compensation committee during the exercise period.

The options will be exercisable by the Employees by a written application to the Company to exercise the options and on the execution of such documents, as may be prescribed by the Compensation Committee from time to time along with the payment of exercise price by way of cheque/demand draft/online modes like NEFT/RTGS/ IMPS etc. in the bank account of the Company.

7. Appraisal process for determining the eligibility of the Employees to the scheme:

The appraisal process for determining the eligibility of the employee will be specified by the Compensation Committee based on criteria such as designation, loyalty, role criticality, length of service, performance of the employee, performance of the Company and other appraisal/assessment processes which may be determined by the Compensation Committee from time to time at its discretion.

8. Maximum number of options, SARs, shares, as the case may be, to be offered and issued per Employee and in aggregate, if any:

The maximum number of options that may be granted to all employees pursuant to the Gufic ESOP 2023 shall not exceed 5,00,000 (Five Lakhs) which shall be convertible into the equivalent number of Equity Shares.

Subject to the availability of Options in the pool under the Scheme, the maximum number of options under Gufic ESOP 2023 that may be granted to each employee in any year, shall in aggregate, neither be equal to nor exceed 1% (one percent) of the issued equity share capital, unless the approval of shareholders by way of separate resolution obtained by the Company.

9. Maximum quantum of benefits to be provided per Employee under the scheme:

The Maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the market price of the Share as on the date of sale of the Shares arising out of the exercise of options.

10. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme will be implemented through a direct route and administered directly by the Company, through the Compensation Committee, without forming or involving any Trust.

11. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The "Gufic ESOP 2023" contemplates only the issue of fresh/primary shares by the Company. There is no involvement of trust and therefore there will be no secondary acquisition.

12. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

13. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. A statement to the effect that the Company shall confirm to the accounting policies specified in Regulation 15:

The Company shall follow the laws/ regulations applicable to accounting and disclosure related to the Employee Stock Options and Accounting Standards IND AS 102 on Share-based payments and/or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time and /or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI (SBEB & SE) Regulations, 2021.

15. Method which the Company shall use to value its Options or SARs:

The Company shall comply with the requirements of IND - AS 102 and shall use Fair value method to value its options and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

16. Declaration/Statement:

In case the Company opts for expensing of share-based

employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Board's report'.

17. Period of lock-in:

The Shares allotted to the Grantees pursuant to exercise of Options may be put under lock-in at the discretion of the Compensation Committee/Board of Directors.

18. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Not Applicable.

19. The conditions under which Options vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

If an Option holder's employment is terminated with the Company for Cause (cause includes acts such as misconduct, fraud, suspension etc. as detailed in the "Gufic ESOP 2023"), the Compensation Committee shall have the right to cancel the unvested options and/or vested options and/or vested options but not exercised and/or exercised but not allotted shares to such Eligible Employee.

Further, if an Option holder's employment is terminated from the Company due to resignation, then the Vested Options should be exercised by the eligible employee within 30 (thirty) days from the date of submission of their resignation to the Company in accordance with Gufic ESOP 2023, failing which the unexercised Options shall lapse.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No. 8 and 9 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options which may be granted under the Scheme.

Gufic ESOP 2023 and other documents referred to in the aforesaid resolutions are available for inspection at the Corporate office of the Company between 11.00 a.m. to 01.00 p.m. on all working days between Monday to Friday of every week, upto the date of AGM. Further, draft ESOP Plan 2023 is also available on the Company's website at <http://gufic.com/Notice/Draft%20ESOP%20Scheme.pdf> to facilitate online inspection by the members.

ITEM NO. 10:

The Company is in the business of research and development, manufacturing, marketing, selling, distribution of pharmaceuticals and allied products. The Company is one of the largest manufacturers of lyophilized injections in India with a wide range of products in various therapeutic areas including Antibiotics, Antifungals, Cardiac medications, Infertility treatments, Antiviral solutions, and proton-pump inhibitors ('PPIs'). The Company's strategic focus extends globally which aims to enhance its presence and impact in the pharmaceutical landscape while maintaining its commitment to providing cost-effective, high-quality life-saving medications to the public.

In order to manage its debts, the Company seeks to raise fund through proposed issue of equity shares on preferential basis. In line with the same, the Company has identified proposed allottee M/s. Motilal Oswal Financial Services Limited, which has shown willingness and commitment to invest funds in the Company.

In accordance with the provisions of the Companies Act, 2013 and rules made thereunder ('the Act'), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Preferential Issue requires approval of the members of the Company by way of special resolution.

Hence, the Board recommends the passing of Special Resolution as set out in Item No. 10 of this Notice.

The details of the issue and other particulars as required in terms of Regulation 163 of Chapter V of the SEBI ICDR Regulations, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

1. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered/Number of securities to be issued and pricing/Date of passing of Board Resolution:

The Board of Directors ("Board") of the Company at its meeting held on September 1, 2023 have given their consent, subject to approval of Members by way of Special Resolution, to create, offer, issue and allot 33,33,000 (Thirty Three Lakhs and Thirty Three Thousand) fully paid-up equity shares of the Company having face value of ₹ 1/- each, from time to time, in one or more tranches at an issue price of ₹300/- (Rupees Three Hundred Only) per equity share at a premium of ₹ 299/- (Rupees Two Hundred and Ninety-Nine Only) per equity share, which is not less than the issue price determined in accordance with Chapter V of SEBI ICDR

Regulations, aggregating to ₹ 99,99,00,000/- (Rupees Ninety-Nine Crores and Ninety-Nine Lakhs Only) to the below mentioned proposed allottee for cash consideration by way of preferential and private placement basis ("Preferential Issue") in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

Name of the Proposed Allottee	Category	No. of equity shares
Motilal Oswal Financial Services Limited	Non-Promoter	33,33,000

2. Objects/ Purpose of the Preferential Issue:

The Company proposes to raise an amount aggregating to ₹ 99,99,00,000/- (Rupees Ninety-Nine Crores and Ninety-Nine Lakhs Only) through the Preferential Issue. The Object of the Issue/ proceeds of the Preferential Issue shall be utilized by the Company for the below purpose:

Purpose	Amount	Tentative timeline for utilization
Repayment of debts of the Company	₹ 99,99,00,000/-	As estimated by management, the entire proceeds received from the issue would be utilized on or before December 31, 2023 or within two months of its receipt whichever is later.

Till the time the proceeds are not utilized by the Company, it will be kept in the Bank Account of the Company.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made (including premium, if any):

The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI ICDR Regulations for the determination of issue price.

As per the provisions of the SEBI ICDR Regulations, the Equity Shares will be issued at a price of ₹ 300/- (Rupees Three Hundred Only) per share including premium of ₹299/- per equity share which is not less than the higher

of the following:

- a. ₹ 248.97/- per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange (NSE, being the Stock Exchange with higher trading volumes) preceding the Relevant Date; or
- b. ₹287.34/- per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange (NSE, being the Stock Exchange with higher trading volumes) preceding the Relevant Date.

The relevant date in accordance with the provision of Chapter V of SEBI ICDR Regulations for the purpose of determination of the issue price of Equity Shares to be issued on a Preferential basis to Identified Non Promoter be and is hereby fixed as Wednesday, August 30, 2023 being the date 30 days prior to the date of 39th Annual General Meeting i.e. September 29, 2023 ('AGM or 39th AGM').

4. Amount which the Company intends to raise by way of such securities:

The Company intends to raise ₹99,99,00,000/- (Rupees Ninety-Nine Crores Ninety-Nine Lakhs Only) by way of issue of 33,33,000 equity shares having face value of ₹ 1 per equity share at ₹300/- per equity share (including premium of ₹299/- per equity share).

5. Class or classes of persons to whom the allotment is proposed to be made and current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The Preferential Issue of Equity Shares is proposed to be made to M/s. Motilal Oswal Financial Services Limited. The Current status/class of the Proposed Allottee is Non-Promoter (Body Corporate) as on the date of this notice and there will be no change in the status/class of the Proposed Allottee post preferential allotment.

6. Intention / Contribution of promoters / directors / key managerial personnel / senior management personnel to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

None of the Promoters or Directors or Key Managerial Personnel or Senior Management Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

7. Shareholding pattern of the issuer before and after the preferential issue:

Please Refer "Annexure B" to this Notice for details.

8. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

9. Principle terms of assets charged as securities:

Not Applicable.

10. Material terms of issue of Equity Shares:

- a. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividends and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be.
- c. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- d. The pre-preferential shareholding of the Proposed Allottee, if any, and Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
- e. The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f. The Equity Shares so offered, issued and allotted to the Proposed Allottee are being issued for cash consideration and will constitute full consideration for the Equity Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.
- g. The Proposed Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Allottee, on or before the date of

allotment thereof from its bank accounts.

- h. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the proposed allottee for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with the provisions of the Act.
- i. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of the pendency of any approval or permission of such allotment by any applicable regulatory authorities, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be.
- j. The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

11. Name of the proposed allottee and identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee/ the percentage of post Preferential Issue capital that may be held and change in control, if any, in the Company consequent to the Preferential Issue:

Name of the Proposed Allottee	Category	Present Pre-issue shareholding		Post Issue/ Allotment Shareholding		Identity of the natural persons/ Ultimate beneficial Owner*
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding [#]	
Motilal Oswal Financial Services Limited	Non-Promoter	NIL	NIL	33,33,000	3.32%	The proposed allottee is listed Company whose shares are listed at BSE Limited and National Stock Exchange of India Limited.

*Accordingly, pursuant to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of ultimate beneficial owners or natural persons is required.

[#]Post Issue % Holding is calculated on post-issued capital of the Company i.e. after allotment of 33,33,000 equity shares.

There shall be no change in management or control of the Company pursuant to the issue of equity shares on preferential basis.

12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year i.e. from April 01, 2023, no preferential allotment has been made to any person by the Company.

13. Valuation and Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

14. Lock-in period:

The Equity shares allotted pursuant to this resolution shall be subject to a lock-in for such period as specified under applicable provisions of SEBI ICDR Regulations.

15. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR regulations the above securities shall be continued to be locked-in till such amount is paid by the allottee;

16. Certificate of Practicing Company Secretary:

As required in Regulation 163(2) of SEBI ICDR Regulations, a Certificate from AVS & Associates, Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations, will be kept open for inspection at the Corporate Office of the Company between 11:00 AM to 1:00 PM on all working days between Monday to Friday of every week, up to the date of AGM. The certificate can also be accessed on the Company's website at :

<http://gufic.com/Notice/PCS%20Certificate%20E2%80%93%20Preferential%20Issue.pdf>

17. Disclosures specified in Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(l) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

18. Other Disclosures:

- i. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- ii. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder. The Company does not have any outstanding dues to SEBI, the stock exchanges or depositories.
- iii. Provisions of Regulation 166A of SEBI ICDR Regulations is not applicable to the Company as the proposed preferential issue does not envisage change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert.
- iv. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- v. There is no pre-preferential holding of the proposed allottee in the Company therefore the requirement of holding the equity shares in dematerialized form does not arise.
- vi. As there is no pre-preferential holding of the proposed allottee in the Company, hence lock-in of pre-preferential holding is not applicable.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Proposed Allottee is being sought by way of a special

resolution as set out in the said item no. 10 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and therefore, recommends the resolution at Item No.10 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.10 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

Sd/-

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

**Place: Mumbai
Date: September 01, 2023**

Annexure A

Details of the Directors seeking appointment/re-appointment at 39th Annual General Meeting (pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 issued by the Institute of Company Secretaries of India

Name of Director	Mr. Pranav Choksi	Dr. Bal Ram Singh	Mr. Jayesh Choksi	Mr. Gopal Daptari
Relevant item no. of the Notice	Item No. 3	Item No. 4	Item No. 6	Item No. 7
DIN	00001731	06918085	00001729	07660662
Age (in years)	40	65	69	73
Qualification	Bachelors in pharmacy from the Institute of Chemical Technology, University of Mumbai and Masters in Biotechnology from The John Hopkins University, USA.	M.SC (Lifesciences, Major Biochemistry), M.Phil (Lifesciences, Major Biophysical Chemistry), PhD (Chemistry, major Biophysical Chemistry)	Bachelors in Pharmacy	B.A (Hons) LLB
Initial date of Appointment	June 25, 2004	May 29, 2018	August 31, 1999	November 24, 2016
Profile, Experience & Expertise in specific functional areas	He has approximately 18 years of business experience. 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 specialization in Autologous Cancer Vaccines in US. 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.	He is a leading expert on protein structure, protein folding and functions, botulinum toxins and biodefense agents. He has wide ranging experience of 41 years in this field. He is the founder of Prime Bio. Inc., a leading product and service provider, and Institute of Advanced Sciences. He is also a Professor teaching innovative biotechnology, Ayurvedic biotechnology physical biochemistry, biological spectroscopy, fluorescence spectroscopy for biochemists, chemistry of the mind, biochemistry laboratory, and science of yoga. He has also published 16 Books and nearly 350 Articles, latest being Protein Toxins in Modelling Biochemistry (Springer, 2016).	He has a vast experience of 44 years 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 & entered into various divisions like Critical Care, Infertility, API manufacturing, Healthcare and Pharma verticals. His areas of expertise are in the field of strategy, business development, corporate planning, manufacturing & general management.	He is an Advocate by Profession with a rich experience of 44 years. He is mainly specialized in Labour & Industrial Laws.
Terms & Conditions of Appointment / Re-Appointment	Retire by rotation and being eligible, offers himself, for re-appointment as a Director	Retire by rotation and being eligible, offers himself, for re-appointment as a Director	As per the resolution at Item No. 6 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 7 of the Notice read with explanatory statement thereto.
Remuneration Sought to be Paid	Not Applicable	Not Applicable	As per the resolution at Item No. 7 of Notice of 35 th AGM read with the explanatory statement thereto.	Not Applicable*
Remuneration last drawn, for the financial year 2022-23	Refer to Corporate Governance Report			
Shareholding in the Company (As on the date of this report)	72,68,626 equity shares	-	2,46,90,829 equity shares	-
No. of Board Meetings	7 of 7 meetings	1 of 7 meetings	7 of 7 meetings	7 of 7 meetings

Name of Director	Mr. Pranav Choksi	Dr. Bal Ram Singh	Mr. Jayesh Choksi	Mr. Gopal Daptari
Relationship with other Directors, Manager & Key Managerial Personnel of the	Mr. Pranav J. Choksi is the son of Mr. Jayesh P. Choksi who is Chairman & Managing Director of the Company.	-	Mr. Jayesh P. Choksi is the father of Mr. Pranav J. Choksi who is Chief Executive Officer and Whole Time Director of the Company.	-
Directorships in other Companies as on March 31, 2023	1. Gufic Chem Private Limited 2. Gufic Private Limited 3. Jal Private Limited 4. Zircon Teconica Private Limited	1. Vishoushadhi Products and Services Private Limited 2. Kuruom School of Advanced Sciences Foundation	1. Zire Realty Limited 2. Gufic Private Limited 3. Gufic Chem Private Limited 4. Jal Private Limited 5. Zircon Teconica Private Limited 6. Tricon Enterprises Private Limited	NIL
Membership / Chairmanship of committees of all public limited companies including Gufic Biosciences Limited as on March 31, 2023	Gufic Biosciences Limited <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders Relationship Committee - Member • Corporate Social Responsibility Committee - Member • Risk Management Committee - Member • Executive Committee - Member 	NIL	Gufic Biosciences Limited <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders Relationship Committee - Member • Corporate Social Responsibility Committee - Member • Risk Management Committee - Chairman • Executive Committee - Chairman 	Gufic Biosciences Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination & Remuneration Committee - Member • Risk Management Committee - Member • Corporate Social Responsibility Committee - Chairman
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL

*exclusive of sitting and travelling expenses

Annexure B
Pre and Post Preferential Issue Shareholding Pattern of the Company

Category	Category of Shareholder	Pre-Issue (As on June 30, 2023)		Post-Issue	
		Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
A. SHAREHOLDING OF PROMOTER AND PROMOTER GROUP:					
Indian	Individuals	419,93,298	43.32	419,93,298	41.88
	Bodies Corporate	307,14,853	31.68	307,14,853	30.63
	Sub-Total	727,08,151	75.00	727,08,151	72.51
Foreign	Foreign Promoters	NIL	NIL	NIL	NIL
	Total (Promoter & Promoter Group) (A)	727,08,151	75.00	727,08,151	72.51
B. PUBLIC SHAREHOLDING – NON PROMOTERS:					
Institutions	Mutual Funds	10,00,231	1.03	10,00,231	1.00
	Alternate Investment Funds	123,943	0.13	123,943	0.12
	NBFCs registered with RBI	1500	0.00	1500	0.00
	Foreign Portfolio Investors	682,493	0.70	682,493	0.68
	Sub-Total (Institutions)	18,08,167	1.86	18,08,167	1.80
Non-Institutions	Directors and their relatives (excluding Independent Directors and Nominee Directors)	641,045	0.66	641,045	0.64
	Individuals	172,90,844	17.83	172,90,844	17.24
	IEPF	244,506	0.25	244,506	0.24
	Clearing Members	6,205	0.01	6,205	0.01
	Non-Resident Indian (NRI)	661,690	0.68	661,690	0.66
	LLP	811,985	0.84	811,985	0.81
	HUF	17,14,941	1.77	17,14,941	1.71
	Private Bodies Corporate	10,56,972	1.09	43,89,972	4.38
	Sub-Total (Non-Institutions)	224,28,188	23.14	257,61,188	25.69
	Total Public Shareholding (B)	242,36,355	25.00	275,69,355	27.49
C. Shareholding of Non-Promoter Non-Public					
	Custodian/ DR holder	NIL	NIL	NIL	NIL
	Total Shareholding of Non-Promoter Non-Public	NIL	NIL	NIL	NIL
	Total (A + B+C)	969,44,506	100.00	10,02,77,506	100.00