

172/LG/SE/NOV/2018/GBSL

13th November, 2018

To
The Manager (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001

To
The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code : 509079

Symbol : GUFICBIO

Dear Sirs,

Sub.: Notice of Postal Ballot

Further to our letter dated October 26, 2018, and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot being sent to members, seeking approval of the members through Postal Ballot (including voting by electronic means) for the following special businesses:

1. Alteration of Memorandum of Association of the Company;
2. Approval of Related Party Transactions.

Please note that the Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility and E-voting would commence on Wednesday, November 14, 2018 at 9.00 a.m. (IST) and end on Thursday, December 13, 2018 at 5.00 p.m. (IST). The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot.

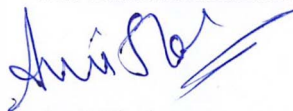
The Notice of the Postal Ballot along with the explanatory statement and other annexures is displayed on the website of the Company <https://gufic.com>

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Gufic Biosciences Limited



Ami Shah
Company Secretary
Membership No. A39579





CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.
Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

NOTICE OF POSTAL BALLOT/ E-VOTING

To
The Members,
Gufic Biosciences Limited

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, from time to time, Gufic Biosciences Limited ("the Company") hereby seeks your approval to transact the following Special Businesses by passing the Resolutions as set out in this notice through Postal Ballot which includes e-voting (voting by electronic means).

The Company is seeking your consent for the following proposals by way of passing Ordinary / Special Resolution as may be applicable in connection with the proposed resolutions in compliance with the Act. The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Thursday, December 13, 2018. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on October 26, 2018, has appointed Mr. Gajanan Athavale, Practicing Company Secretary (Membership No. F 9177) as the Scrutinizer for providing the facility to the members of the Company to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed.

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to votes electronically instead of dispatching physical Postal Ballot Form. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). It may be noted that e-voting is optional. The detailed procedure for e-voting is enumerated in the instructions for shareholders voting electronically. In case the Member has exercised the vote in physical as well as electronic mode, the vote cast by electronic mode will only be considered valid.



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.
Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

SPECIAL BUSINESSES:

Item No. 1:

ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded for adoption of new set of Memorandum of Association of the Company ("MOA") in accordance with Table A of Schedule I of the Companies Act 2013, effecting the following modifications and amendments in the existing MOA:-

- (i) The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.
- (ii) Clause III(A) of MOA shall now be titled as 'The Objects to be pursued by the Company on its Incorporation are:' and the following clauses, be inserted in substitution for and to the entire exclusion of the existing clause III(A) of the MOA.
 1. To carry on all or any of the businesses of manufacturing, chemists, wholesale and retail druggists, buying, selling, processers, makers, importers, exporters, growing, refining, researchers, mixing, packing, marketing or formulators of, and act as distributors, wholesalers, dealers, traders, marketers, consignment agents, clearing and forwarding agents and handling agents and consultants in all kinds of pharmaceuticals, nutraceuticals, drugs, medicaments, intermediates and their raw materials, surgical equipment, apparatus, and devices, cosmetics, medicated soaps, shampoos, toiletries and health care products, hospital products and items of personal hygiene whether prepared by ayurvedic, homeopathic, unani, allopathic, nature-cure, herbal, medicinal, chemical, biological, immunological, contraceptive and therapeutic preparations, substances, food supplements, dietary supplements, materials and articles of all kinds and classes whether simple, compound or otherwise and whether proprietary or otherwise and for any purpose, including in particular but without limiting the generality of the foregoing scientific, medical, dental, veterinary, surgical and scientific instruments and appliances or any other medicinal system for human beings, birds, animals, insects or other purpose and to run hospitals and diagnostic centres.
 2. To conduct research, development, in all kinds of bulk drugs, pharmaceuticals of every description, and / or demonstrate, application, biotechnological and biochemical processes and perform contract research in order to contribute to innovative process technology development & Research on various pharmaceutical and other related products and to put in continuous efforts in discovering and developing new molecules as drugs in pharmaceutical, biotech, healthcare, agriculture, marine and industrial sectors, including development of products and applications in Anti-microbial screening, Clinical pharmacology, recombinant DNA products, genetic engineering products, healthcare products, herb and herbal related products, Ayurvedic and Unani products, therapeutics, diagnostic kits, vaccines, medicinal plants and extracts and active ingredients, industrial enzymes, biotech and medicinal formulations, nutrients, biopesticides, bioinsecticides, enzymes, animal feeds, and biopolymers as well as bioinformatics, genomics and proteomics and to create and licence technology / intellectual property rights for development of processes, products and services.
- (iii) Clause III(B) of MOA shall now be titled as 'Matters (objects) which are necessary for furtherance of the objects specified in clause III (A) are:' and that the new incidental and ancillary objects for the



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.
Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

furtherance of the objects specified in clause III(A) of the MOA shall be inserted in substitution for and to the entire exclusion of the existing clause III(B) of the MOA

(iv) Clause III(C) of existing MOA of the Company under the head "Other Objects" shall be deleted in line with the requirements of the Companies Act, 2013.

(v) Clause IV of the existing MOA of the Company be substituted as under:

"The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

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

Item No. 2:

APPROVAL OF RELATED PARTY TRANSACTIONS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013, read with the rules notified thereunder (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) together with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members of the Company be and is hereby accorded to the Board of Directors (including its Committee thereof), on behalf of the Company to ratify or enter into the material contracts / arrangements / transactions viz., for sale and purchase of pharmaceutical products including APIs, raw materials and finished goods and availing and rendering of services with Gufic Lifesciences Private Limited, a related party as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, on such terms and conditions as may be mutually agreed upon between the Company and the Related Party as mentioned above for an amount not exceeding in aggregate of Rs. 150 crores, for a term of one year effective from October 01, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, and sign such agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this Resolution."

By order of the Board of Director

Ami N. Shah
Company Secretary
Membership No. A39579

Place: Mumbai

Date: 26th October, 2018

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.
Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

(NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, October 26, 2018 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.

3. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding) as on Friday, October 26, 2018. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to all the members by permitted mode along with a self-addressed Business Reply Envelope.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
5. A Member cannot exercise his vote by proxy on postal ballot.
6. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the form duly completed and signed in the attached self – addressed business reply envelope so as to reach the Scrutinizer not later than 5.00 p.m. on Thursday, December 13, 2018. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
7. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.
8. Instructions for the process and manner for remote e-voting are as follows:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.
Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gajanan@aathavale.com with a copy marked to evoting@nsdl.co.in.



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.

Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

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 on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

9. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or remote e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, October 26, 2018. The voting period commences on Wednesday, November 14, 2018 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Thursday, December 13, 2018.
11. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.guficbio.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Thursday, December 13, 2018.
12. During the voting period, members can login to NSDL's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
13. The resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Thursday, December 13, 2018.
14. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except Saturday from the date of dispatch of this Postal Ballot Notice till Thursday, December 13, 2018.
15. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
16. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

ITEM NO. 1

The members are informed that the companies are required to streamline and align the existing Object Clause of the Memorandum of Association (MOA) of the Company in lines with provisions of the Companies Act, 2013.

The existing MOA adopted by the Company is as per the erstwhile Companies Act, 1956 and hence the Company is required to alter the object clause of MOA in order to comply with the provisions of the Companies Act, 2013.

Hence, to enable the Company to capitalize on its main business objects, the Board of Directors of the Company in its meeting held on October 26, 2018 has approved, subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 1 of this Notice. The Board has accorded its approval in order to streamline and align the existing Object Clause of the MOA of the Company as per the provisions of the Companies Act, 2013.



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.
Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

The members are further informed that the authorised share capital of the Company was increased from Rs. 10,00,00,000/- to Rs. 10,02,00,000/- pursuant to the sanction of Scheme of Merger by Absorption of Gufic Stridden Bio-Pharma Private Limited with the Company and their respective shareholders by National Company Law Tribunal, Mumbai bench vide order dated September 06, 2018

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company, up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

ITEM NO. 2

The Company has existing and prospective contracts / agreements/ transactions with Gufic Lifesciences Private Limited.

As part of its regular business, the Company enters into commercial transactions on an on-going basis with the said related parties, for purchase and sale of pharmaceutical products including APIs, raw materials and finished goods, rendering and availing of services related to business mainly for products, sales support, testing charges, etc. The said contracts / agreements / arrangements are in the business interest of the Company considering manufacturing support, sales support and effective utilisation of resources.

The proposed related party transactions of the Company together with the transactions already entered with the abovementioned related party are expected to exceed the materiality threshold as prescribed in Section 188 of the Companies Act, 2013 read with the rules framed thereunder and Regulation 23 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. Thus, these transactions would require the approval of the members by way of an Ordinary Resolution.

The proposed transactions with the said related parties play a significant role in the Company's business operations. These transactions are critical to the business interest of the Company considering the domestic / international / export potential strategic value to the Business, technology support, administrative support, sales support, manufacturing support, requirements of third-party customers, strategic outsourcing, strategy based on location and customers and similar reasons. Accordingly, the Board recommends the Resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Jayesh P. Choksi, Mr. Pranav J. Choksi, Mrs. Hemal M. Desai and Mr. Pankaj R. Gandhi being director/shareholder of the said companies are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the resolution under Item No. 2 for approval of the members as an Ordinary Resolution.

By order of the Board of Director

Ami N. Shah
Company Secretary
Membership No. A39579

Place: Mumbai

Date: 26th October, 2018



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.

Ph.: 022 – 6726 1000 Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com website: www.gufic.com

The particulars of the Contracts/arrangements/transactions for item no. 2 are as under:

Name of the related party	Gufic Lifesciences Private Limited
Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Jayesh P. Choksi – Chairman & Managing Director of Gufic Biosciences Limited and a Director of Gufic Lifesciences Private Limited Mr. Pranav J. Choksi – CEO & Whole Time Director of Gufic Biosciences Limited and a Director of Gufic Lifesciences Private Limited Mrs. Hemal M. Desai – Whole Time Director of Gufic Biosciences Limited and a Director of Gufic Lifesciences Private Limited
Nature and particulars of the contract or arrangement	Commercial transactions on an ongoing basis with the said related party, for purchase and sale of pharmaceutical products including APIs, raw materials and finished goods, rendering and availing of services related to business mainly for products, sales support, testing charges, etc.
Material Terms of contracts /arrangements /transactions	Terms and conditions for transaction between the Company and the related party Delivery of materials – Mainly FOB Services – On satisfactory completion Taxes as applicable Currency – INR
Duration of these transactions	These transactions are undertaken from time to time depending on needs of business. Sale and purchase of goods are against specific orders. Availing and rendering of Services are based on Agreements for a period.
Estimated Monetary value of transactions	Not exceeding Rs. 150 crores, for a term of one year effective from October 01, 2018. The annual value of the transactions proposed is estimated on the basis of the Company's current level of business operations and future business projections.
Whether the transactions have been approved by the Audit Committee	Yes.
Any other information relevant or important for the members to make a decision on proposed transaction	The company, over and above the standard products, operates in manufacture core pharmaceutical products like tablets, capsules injections, bulk drugs, etc., through loan licensing agreement, third party agreement, tri-parties agreement, etc. The amount sought to be approved takes this aspect into consideration. The enabling Resolution will permit the company to accept large value orders for such major projects which is executable over several years.



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.

Ph.: 022 – 6726 1000 * Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com; Website:- www.gufic.com

POSTAL BALLOT FORM

1.	Name and Registered Address of Sole/First named Member (In Block letters)	
2.	Name of the Joint Member(s), if any	
3.	Registered Folio No./DP ID No.*/ Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
4.	Number of shares held	

I/ We, hereby exercise my/ our vote in respect of the following Resolutions to be passed through Postal Ballot as set out in the Postal Ballot Notice dated 26th October, 2018 of Gufic Biosciences Limited by conveying my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate box below:

Item No.	Description of the Resolution	No. of share(s) held by me	Votes Exercised	
			I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1	Special Resolution for Alteration of the Memorandum of Association of the Company			
2	Ordinary Resolution for Approval of Related Party Transactions			

Place:

Date:

Signature of the Member

Notes

1. Please read the instructions printed overleaf carefully before exercising your vote
2. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.



CIN. L65990MH1984PLC033519

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

Corporate Office: "SM House", 11 Sahakar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India.

Ph.: 022 – 6726 1000 * Fax: 022 – 6726 1067 / 68

E-mail:- info@guficbio.com; Website:- www.gufic.com

Instructions

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the Postal Ballot Notice.
4. A Member desiring to exercise vote by assent / dissent should complete this Form and send it to the Scrutinizers, Mr. Gajanan Athavale, Practicing Company Secretary (Membership No. F 9177) and send the same in self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer on or before Thursday, 13th December, 2018 (5.00 p.m.). However, envelopes containing Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. All Postal Ballot Forms received after 5.00 p.m. on Thursday, 13th December, 2018 will be strictly treated as if the reply from such Member has not been received.
5. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
6. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
7. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
8. Members who have not received the Form and desirous of seeking a duplicate Form, may send a request to the Company at its e-mail id: info@guficbio.com by mentioning his/ her Folio No / DP ID and Client ID No for obtaining the Notice and Postal Ballot Form in physical form from the Company. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction no.1 above.
9. The exercise of vote through Postal Ballot Form is not permitted through a proxy.
10. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, October 26, 2018 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
11. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any other paper is sent along with the Form the same will be destroyed by the Scrutinizer.
12. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten or wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.