

Corp. Office : 2nd & 3rd Floor, Old Sanskar Jyot School Building., (Above Bank of Maharashtra), S. V. Road, Andheri (West), Mumbai - 400 058.
Tel. : 022- 6726 1000 Fax : (91-22) - 6726 1067 E-mail : gufic@guficbio.com

NOTICE OF POSTAL BALLOT

PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

To

The Members of Gufic Biosciences Limited

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, that the following Special Resolution is proposed to be passed by way of Postal Ballot:

- 1. Approval under Section 372A of the Companies Act, 1956, or under any other law for the time being in force for giving of any loan or guarantee or providing any security of a sum not exceeding Rs. 60 crores, in one or more tranches, to associate company(ies).**

As provided under Section 192A of the Companies Act, 1956, the consent of the members, by means of a Special Resolution, is sought by way of postal ballot for the aforesaid purpose. The Special Resolution and the Explanatory Statement setting out all the material facts and reasons for the proposal appended hereto are being sent to you herewith along with the Postal Ballot Form for casting your votes.

Members may please note that the voting on the resolution as contained in this Notice may be made through postal ballot.

The Board of Directors has appointed Mr. Bimlendu Bhushan, Chartered Accountants, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form carefully and return the Form duly completed and signed in the attached self addressed, Business Reply envelope, so as to reach the Scrutinizer on or before the close of working hours (4.30 P.M.) on Friday, 20th December, 2013.

Please note that any Postal Ballot Form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced by the Chairman or any Director of the Company on Saturday, 21st December, 2013 at 4.30 P.M. at the Registered Office of the Company.

The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website viz., www.guficbio.com besides being communicated to the Stock Exchanges where the Company's shares are listed.



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The date of declaration of the results will be treated as the date of passing of the said resolution. The resolution, being a Special Resolution, will be declared as passed if votes cast in favour of the resolution are three times more in number than the votes, if any, cast against the resolution.

In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and Listing Agreement, members may cast their votes through Postal Ballot form.

By Order of the Board

For Gufic Biosciences Ltd



Prakash Khulbe

Company Secretary

Date: 7th October, 2013

Place: Mumbai

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To consider and, if deemed fit, to pass the following Resolution as a Special Resolution for Item No 1:

RESOLVED that pursuant to the provisions of Section 372A of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or under any other law for the time being in force, and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company for giving of any loan or guarantee or providing any security of a sum not exceeding Rs. 60 crores, in one or more tranches, to associate company(ies).

RESOLVED FURTHER that the Board of Directors or the Company Secretary of the Company are hereby severally authorised to take such steps as may be necessary for obtaining approvals, permissions, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

By Order of the Board

For Gufic Biosciences Ltd



Prakash Khulbe

Company Secretary

Date: 7th October, 2013

Place: Mumbai

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Explanatory Statement pursuant to Section 173(2) of Companies Act, 1956 for Item No 1:

Since the Company may need additional limits to make inter corporate loans, Investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person, by Group companies / Companies under the same management / Associate Companies, the limits are to be increased from the existing limit to Rs. Sixty Crores notwithstanding that such investments, outstanding loan given or to be given and guarantees & security provided are in excess of 60 percent of the Paid Up Share Capital and Free Reserves of the Company or 100 percent of the Free Reserves of the Company, which ever is more, as prescribed under Section 372A, as they in their absolute discretion deem beneficial and in the interest of the Company.

The Board of the Company recommends the resolution for approval by the Members, by exercising their vote.

None of the Directors is interested in this resolution.

By Order of the Board

For Gufic Biosciences Ltd



Prakash Khulbe

Company Secretary

Date: 7th October, 2013

Place: Mumbai

Calendar of Events		
Sr. No.	PARTICULARS	DATE OF COMPLETION
1.	Meeting of Board of Directors to do the following business and announcement to the Stock Exchange(s):- (i) Consent of Scrutinizer (ii) Appointment of Scrutinizer (iii) Approving the draft Notice of Postal Ballot. (iv) Date of Board Resolution Nominating any one Director or Company Secretary being responsible for Postal Ballot process, (v) Date of Approving the 'Calendar of Events'.	 6 th October, 2013 7 th October, 2013 7 th October, 2013 7 th October, 2013 7 th October, 2013
2.	Date of Commencement of Dispatch of Notices.	15 th November, 2013
3.	To complete dispatch of Notices and Postal Ballot Forms.	18 th November, 2013
4.	To release an advertisement in Newspaper regarding Postal Ballot process.	19 th November, 2013
5.	Last date of receiving Postal Ballot forms by scrutinizer	18 th December, 2013
6.	Date for submission of report by the Scrutinizer and submission of the same to the Chairman	20 th December, 2013
7.	Last date for declaration of result of the Postal Ballot	21 st December, 2013
8.	Date of signing of the minutes by the Chairman in which the results of the Postal Ballot is recorded	21 st December, 2013
9.	Date of handing over the Ballot papers, register required to be maintained by the scrutinizer under rule 5 (e) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and other related papers to the Chairman by the Scrutinizer.	24 th December, 2013

For Gufic Biosciences Ltd


Prakash Khulbe
Company Secretary

Date: 7th October, 2013