



Regd. Office: 37, First Floor, Kamala Bhavan II, S. Nityanand Road, Andheri (East), Mumbai – 400 069, Maharashtra, India.  
Corporate office : 5M House, 11 Sahakar road, Vile Parle (East), Mumbai -400 057.  
E-mail : info@guficbio.com / website : www.gufic.com  
CIN: L65990MH1984PLC033519.

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Gufic Biosciences Limited will be held on Friday, 28<sup>th</sup> September, 2018 at 2.30 p.m. at VITS - Luxury Business Hotels, Andheri Kurla Road, International Airport Zone, Andheri (East), Mumbai 400 059, Maharashtra, India, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Report of Board of Directors and Auditors thereon.
2. To confirm and approve Final Dividend of Rs. 0.05 per equity share amounting to Rs. 38,67,500/- for the year ended 31<sup>st</sup> March, 2018.
3. To appoint a director in place of Mr. Pranav Jayesh Choksi (DIN: 00001731), who retires by rotation at this Annual General Meeting in terms of Section 156(2) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an

#### **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the Members at the 30th Annual General Meeting held on 26th September, 2014 appointing M/s. SHR & Co., Chartered Accountants (Registration No. ICAI FRN 120491W), as Statutory Auditors of the Company to hold office until the conclusion of the 35th Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. SHR & Co., as Statutory Auditors of the Company for the financial year ending March 31, 2019 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

#### **SPECIAL BUSINESS:**

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of Rs. 80,000/- plus applicable taxes and reimbursement of actual travel and out of pocket expenses, fixed by the Board of Directors of the Company for the Cost Auditor M/s. Kale & Associates, Cost Accountants, Mumbai for audit of the cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2019, be and is hereby ratified.

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

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

#### **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Mr. Shirang V. Vaidya (DIN: 03618800), who was appointed as an Additional Independent Director of the Company at the Board Meeting held on February 12, 2018 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom a notice have been received in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office as such for the term of three consecutive years with effect from his first date of appointment i.e., February 12, 2018.

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Mr. Balram H. Singh (DIN: 06918085), who was appointed as an Additional Non- Executive Non-Independent Director of the Company at the Board Meeting held on May 29, 2018 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom a notice have been received in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, be and is hereby appointed as a Non- Executive Non-Independent Director of the Company, liable to retire by rotation, to hold office as such for the term of three consecutive years with effect from his first date of appointment i.e., May 29, 2018.

**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.”

8. 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 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 with the following related parties :

- a. Gufic Private Limited
- b. Gufic Lifesciences Private Limited
- c. Gufic Chem Private Ltd and
- d. Jal Private Limited ,

as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the details of which are as set out in

the explanatory statement under Item No. 8 in the Annexure to this notice, on such terms and conditions as may be mutually agreed upon between the Company and related Parties as mentioned above for an amount not exceeding in aggregate Rs. 250 crores, for three consecutive financial year i.e., 2017-18, 2018-19 and 2019-2020 for each related party.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable in order to give effect to this Resolution."

By order of the Board of Director

Place : Mumbai  
Date :29<sup>th</sup> May 2018

Ami N. Shah  
Company Secretary  
Membership No. A39579

RegdOffice :  
37, First Floor, Kamala Bhavan II, S. Nityanand Road, Andheri  
(East), Mumbai – 400 069  
CIN : L65990MH1984PLC033519

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy for members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company.
3. The proxy form, in order to be effective, must be received by the Company not less than 48 hours before commencement of the meeting. Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Members may refer proxy related provisions in SS2 - Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Director seeking re-appointment at the Annual General Meeting, forms part of the notice and is appended to the notice.
6. The Register of Members and the Transfer Books in respect of the Equity Shares will remain closed from September 22, 2018 to September 28, 2018 (both days inclusive) for the purpose of Annual General Meeting and payment of final dividend for the year ended 31st March, 2018, if approved by the Members.
7. The dividend on Equity Shares, if approved by the shareholders at the Meeting, will be paid in accordance and compliance with the provisions of the Companies Act, 2013 and rules thereunder and as per the SEBI Listing Regulations, 2015 and as amended from time to time.
8. In order to prevent fraudulent encashment of dividend warrants, in respect of shares held in demat mode, bank particulars registered against respective depository accounts will

be used by the Company for payment of dividend through ECS/NEFT. Please note that the Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. In respect of shares held in physical mode, members are requested to furnish to the Company or Company's R&T Agents, Link Intime India Private Limited, bank account details which will be printed on the dividend warrants. Shareholders' are also requested to register with the Company for payment of dividend through ECS/NEFT and provide the necessary details to R & T Agents.

9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents.

10. In terms of Section 124 of the Companies Act, 2013 read with the rules framed thereunder, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend for the year 2010-11 shall be transferred to Investor Education and Protection Fund at an appropriate time in the current financial year. Members who have not encashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. The unclaimed dividend upto financial year 2009-10 has been transferred. During the year, the Company has requested those members, whose dividends for financial years from 2010-11 remaining unclaimed / unpaid, for claiming said dividend amount before transfer thereof to Investor Education and Protection Fund (IEPF). Members are requested to note that dividends not encashed or claimed within seven years from the thirty days of declaration of dividend, will, be transferred to the IEPF. The details of unclaimed and unpaid dividend is displayed on the website of the Company i.e. [www.gufic.com](http://www.gufic.com)

11. Pursuant to provisions of section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the underlying shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF authority as notified by the Ministry of Corporate Affairs. In view thereof, after complying with the prescribed procedure, 120245 shares on which dividend remained to be unclaimed for seven consecutive years, were transferred to IEPF account in 2017. The Company has initiated the process of transfer of shares on which dividend has not been claimed since FY 2010-11 and the same will be transferred on due date. Members who have not claimed dividend since FY 2011-12 are requested to claim the same before the dividend and the underlying shares gets transferred to IEPF account.

12. All documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company during the office hours on all working days (except Saturdays, Sundays and Holidays) up to the date of the Annual General Meeting between 9.30 a.m. to 11.30 a.m.

13. Shareholders seeking any information with regard to Annual Report are requested to write to the Company at an early date so that the information can be kept ready.

14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors 168 In Pursuit of Excellence are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

16. IRoute Map showing directions to reach to the venue of the 34th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

#### 17. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 25, 2018 (9:00 am) and ends on September 27, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

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

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

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

#### Details on Step 1 is mentioned below:

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12**** then your user ID is IN300***12*****.
b) 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*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

#### 5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

#### 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details /Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

#### 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

#### 8. Now, you will have to click on "Login" button.

#### 9. After you click on the "Login" button, Home page of e-Voting will open.

## Details on Step 2 is given below:

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

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gajanan@aathavale.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details /Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2018.

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., August 24, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details /Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XI. Mr. Gajanan Athavale, Practicing Company Secretary (Membership No. F 9177) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

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

#### **ITEM NO. 5**

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

The Board of Directors at their meeting held on May 29, 2018, on recommendation of the Audit Committee, approved the appointment of M/s. KALE & ASSOCIATES., Cost Accountants, as the Cost Auditors of the Company for the financial year 2018-19 to conduct the Cost Audit of the Company, at a remuneration of Rs. 80,000/- plus taxes as applicable and reimbursement of actual travel and out of pocket expenses, for the financial year ending 31st March, 2019.

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 2018-19.

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 NOS. 6

Mr. Shrirang V. Vaidya, a retired Banker, was appointed as an Additional Independent Director by the Board of Directors at the Board Meeting held on February 12, 2018, whose term expires at the ensuing Annual General Meeting.

The Company have also received declaration from Mr. Shrirang V. Vaidya confirming that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 for regularization as Independent Directors. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Shrirang V. Vaidya for appointment as an Independent Director. The brief profile of Mr. Vaidya, as required under the Companies Act, 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations, 2015 is annexed herewith and details of remuneration paid/payable is provided in the Corporate Governance report forming part of the Annual Report for 2017-18.

The Board recommends the resolution for the approval of the Members.

Copy of the draft letter for appointment of Mr. Vaidya as an Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel and their relatives except Mr. Shrirang V. Vaidya are concerned or interested, financially or otherwise, in the resolution at item No. 6 of the Notice.

#### ITEM NOS. 7

Dr. Balram H. Singh, a scientist and researcher and also a President in the Institute of Advanced Sciences and Prime Bio, Inc. and Professor in many US Universities and Research Institute, was appointed as an Additional Non-Executive Non-Independent Director by the Board of Directors at the Board Meeting held on May 29, 2018, whose term expires at the ensuing Annual General Meeting.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 for regularization as Non- Executive, Non-Independent Directors. The Company has also received notice pursuant to Section 160 of the said Act from a member of the Company proposing the candidature of Mr. Balram H. Singh for appointment as a Non-Executive Non- Independent Director. The brief profile of Mr. Singh, as required under the Companies Act, 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations, 2015 is annexed herewith.

The Board recommends the resolution for the approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives except Mr. Balram Singh are concerned or interested, financially or otherwise, in the resolution at item No. 7 of the Notice.

#### ITEM NOS. 8

The Company has existing and prospective contracts / agreements / transactions with the following related parties :

- a. **Gufic Private Limited**
- b. **Gufic Lifesciences Private Limited**
- c. **Gufic Chem Private Ltd**
- d. **Jal Private Limited**

As part of its regular business, the Company enters into commercial transactions on an ongoing basis with the said related parties, for purchase and sale of goods, rendering and availing of services related to business mainly for products, sales support, testing charges, labour work; or leasing of properties 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 Choksi, Mrs. Hemal M. Desai and Mr. Pankaj Gandhi being director/shareholder of the said companies are concerned or interested, financially or otherwise, in the said Resolution.

By order of the Board of Director

Ami N. Shah  
Company Secretary  
Membership No. A39579

Place : Mumbai  
Date : 29<sup>th</sup> May 2018

**Details of the Directors seeking appointment/re-appointment at 34<sup>th</sup> Annual General Meeting (pursuant to Regulation 36(3) of the SEBI(Listing Obligation & Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India**

<b>Name of Director</b>	<b>Mr. Pranav J.Choksi</b>	<b>Mr. Shrirang V. Vaidya</b>	<b>Mr. Balram H. Singh</b>
DIN	00001731	03618800	06918085
Date of Birth	01.02.1983	06.05.1956	25.07.1958
Age	35 Years	62 Years	60 Years
Qualification	Bachelor Degree in Pharmacy from Mumbai University, Masters degree in Biotechnology from The John Hopkins University, USA	B.Com, CAIIB and Diploma in Financial management	M.Sc (Lifesciences, Major Biochemistry), M.Phil (Lifesciences, Major Biophysical chemistry), Phd (Chemistry, major Biophysical Chemistry)
Experience	About 11 years	About 37 Years	About 36 Years
Expertise in specific functional areas	Mr. Pranav J. Choksi is associated with the Company for more than 11 years and has immensely contributed to the growth of the Company. He is a Chief Executive Officer & Whole Time Director of the Company. He is also one of the Promoters of the Company. He has a rich knowledge and experience in pharma sector.	Mr. Shrirang Vaidya has over 37years of experience in Banking Industry. He joined as a Banker in a nationalized Bank for three years. Then, he joined as a DRO in one of the largest Co-Operative Bank in India.Due to his valuable contribution and meritorious performance, he rose to the post of Assistant General manager in the said Bank. His main expertise lies in credit and audit compliance. Mr. Vaidya retired from the said bank in the year 2016.	Mr. Balram Singh is an Overseas Citizen of India. He is currently President in the Institute of Advanced Sciences and Prime Bio Inc., He is also a professor in many US universities and associated with Research Institutes. Mr. Singh has been conducting research on botulinum and tetanus neurotoxins, vaccines, antidotes, drug delivery, and also on Yoga, mind and consciousness, along with Ayurvedic biotechnology. He has also published 13 Books and nearly 300 Articles, latest being Protein Toxins in Modelling Biochemistry (Springer,2016).
Terms & Conditions of Appointment /Re-Appointment	Mr. Pranav J. Choksi is a Chief Executive Officer & Whole Time Director of the Company. As per Section 152 of the Companies Act, 2013, he is liable to retire by rotation and offers himself for re-appointment on the same terms and conditions as appointed as a Whole Time Director.	He is appointed as an Independent Director of the Company with effect from February 12, 2018 for a term of Three years. The remuneration payable to him is specified in the Corporate Governance Section of the Annual Report.	He is appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotationwith effect from May 29, 2018 for a term of three years.
Date of First Appointment on the Board	25.06.2004	12.02.2018	29.05.2018
Shareholding in the Company	Mr. Choksi holds 69,75,826 equity shares of the Company	NIL	NIL
Relationship between Directors inter-se	Mr. Pranav J. Choksi is the son of Mr. Jayesh P. Choksi who is Chairman & Managing Director of the Company.	There is no inter-se relationship between Mr. Vaidya and the other Board of Directors of the Company	There is no inter-se relationship between Mr. Singh and the other Board of Directors of the Company
Directorships in other Companies	1.Gufic Chem Private Limited 2.Gufic Private Limited 3.Gufic Stridden Bio-Pharma Private Limited 4. Jal Private Limited 5.Gufic Lifesciences Private Limited 6.Zircon Finance and Leasing Private Limited	Large & Mid Corporate Financial Services Private Limited	NIL
No. of Meetings of Board attended during the year	ENTITLED TO ATTEND : 6 ATTENDED : 6	ENTITLED TO ATTEND : 1 ATTENDED : 1	N. A.
Membership / Chairmanship of committees of all public limited companies including Gufic Biosciences Limited	Member of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee	NIL	NIL

**The particulars of the Contract/arrangement/transaction for item no. 8 are as under:**

Name of the related party	Gufic Pvt. Ltd.	Gufic Lifesciences Pvt. Ltd.	Gufic Chem Pvt. Ltd.	Jal Pvt.Ltd
Name of the Director or Key Managerial Personnel who is related, if any and nature of	Mr. Jayesh P. Choksi & Mr. Pranav J. Choksi are Directors in both the Company	Mr. Jayesh P. Choksi, Mr. Pranav J. Choksi & Mrs. Hemal M. Desai are Directors in both the Company	Mr. Jayesh P. Choksi & Mr. Pranav J. Choksi are Directors in both the Company	Mr. Jayesh P. Choksi & Mr. Pranav J. Choksi are Directors in both the Company
Nature, material terms, monetary value and particulars of the contract or arrangement	Commercial transactions on an ongoing basis with the said related parties, for purchase and sale of goods ,rendering and availing of services related to business mainly for products, sales support, testing charges. labour charges; sale, purchase or leasing of premises etc.			
Material Terms of contracts /arrangements/ transactions	<p>Terms and conditions for transaction between the Company and the above related party</p> <p>a. Delivery of materials – Mainly FOB</p> <p>b. Services – On satisfactory completion</p> <p>c. Leasing of property – Rent as per the agreement entered into by the party</p> <p>d. Taxes as applicable</p> <p>Currency – INR</p>			
Duration of these transactions	<p>These transactions are undertaken from time to time depending on needs of business. Sale and purchase of goods are against specific orders.</p> <p>Services and leasing of properties are based on Agreements for a period, as mutually agreed between the parties.</p>			
The value of each type of transactions in the last 2 years	This information forms part of the Notes to the Audited financial statements to the extent they are executed in the respective years.			
Estimated Monetary value of transactions	Not exceeding Rs. 250 crore , per related party, in the three consecutive financial year from 2017-18. This includes contracts or arrangements entered into for delivery/receipt of products which are likely to continue beyond a financial year and hence not fully comparable to the executed projects value reported in the audited financial statements. 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	<p>The company, over and above the standard products, operates in manufacture of core pharmaceutical products like tablets, capsules injections, bulk drugs, etc., through loan licensing agreement, third party agreement, tri-parties agreement, etc.</p> <p>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.</p>			



CIN. L65990MH1984PLC033519

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

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

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

### ATTENDANCE SLIP

I hereby record my presence at the **34<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Friday 28<sup>th</sup> September, 2018 at 2:30 p.m. at VITS - Luxury Business Hotels, Andheri Kurla Road, International Airport Zone, Andheri (East), Mumbai 400 059.

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

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

**Note:**

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Electronic copy of the Annual Report for the year ended 31<sup>st</sup> March, 2018 and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance slip.
3. Physical copy of the Annual Report for the year ended 31<sup>st</sup> March, 2018 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

### E-Voting Information

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



## PROXY FORM

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

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

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

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

As my/ our proxy to attend and vote (on poll) for me/us and on my/ our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 28<sup>th</sup> September, 2018 at 2:30 p.m. at VITS - Luxury Business Hotels, Andheri Kurla Road, International Airport Zone, Andheri (East), Mumbai 400 059. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	ptional	
		For	Against
	<b>ORDINARY BUSINESS.</b>		
1.	To adopt Audited Standalone Financial Statements for the year ended 31st March, 2018.		
2.	Approval of Final Dividend for the financial year ending March 31, 2018		
3.	Appointment of Mr. Pranav J. Choksi (DIN: 00001731), who retires by rotation and being eligible, offers himself, for re-appointment as a director		
4.	Ratification of the Appointment of M/s. SHR & Co, Chartered Accountants (FRN 120491W) as Statutory Auditor of the Company for the financial year 2018-19		
	<b>SPECIAL BUSINESS</b>		
5.	Ratification of Remuneration of M/s. Kale & Associates, Cost Auditor of the Company		
6.	Appointment of Mr. Shirirang Vaidya as an Independent Director of the Company for a term of three consecutive years w.e.f February 12, 2018		
7.	Appointment of Mr. Balram Singh as a Non-Executive Non- Independent Director for a term of three consecutive years w.e.f May 29, 2018		
8.	Approval of Related Party Transactions		

Signed this ..... day of ..... 2018

Signature of shareholder: .....

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

### Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the **Registered Office** of the company not less than 48 hours before the commencement of the meeting. Proxy need not be a member of the company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. For the Resolution, Explanatory Statement and Notes, please refer to Notice of the 34<sup>th</sup> Annual General Meeting forming part of the Annual report.
4. Please complete all details including details of member(s) in above box before submission.



## Map for the Venue of 34<sup>th</sup> Annual General Meeting

