GUFIC
BIOSCIENCES LIMITED

Corp. Office : 2nd Floor, 'Dorr Oliver' House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099.
Tel. : (91-22) 6726 1000 Fax : (91-22) 6726 1068 E-mail : gufic@guficbio.com
CIN L65990MH1984PLCO33519

October 01st, 2015

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051
NSE Symbol : GUFICBIO

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 509079 / Scrip ID: GUFICBIO

SUB: PROCEEDINGS OF 31ST ANNUAL GENERAL MEETING AND OUTCOME OF VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT.

Dear Madam / Sir,

Pursuant to relevant provisions of the Listing Agreement, please find enclosed herewith the proceedings of 31st Annual General Meeting of the Company held on September 30th, 2015 at 02.30 p.m. at Hotel Parle International, B. N. Agarwal Market, Next to Dinanath Mangrshkar Hall, Vile Parle (E), Mumbai – 400 057.

Also enclosed is the Consolidated Report of the Scrutinizer containing the Agenda wise Results/details in the prescribed format U/c 35A, of the Remote e-voting conducted during the period from 27th September 2015 to 29th September 2015 and the voting conducted in the AGM by way of Physical Ballot process as well as electronically (E-voting) at the venue of the AGM. As per the Scrutinizer's Report, which has been countersigned by the Chairman of the Company, all Reoultion as set out in the Notice of 31st Annual General Meeting have been duly approved by the Shareholder with requisite majority.

Kindly acknowledge receipt.

Thanking you.

Your faithfully,
For **Gufic Biosciences Limited**

Sharma

Santosh Sharma
Company Secretary & Compliance Officer

GUFIC BIOSCIENCES LTD. MUMBAI

Encl.: A/a

CC: **Central Depository Services (India) Limited**
17th Floor, P. J. Tower,
Dalal Street, Fort,
Mumbai – 400 001

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PROCEEDINGS OF 31ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30TH SEPTEMBER 2015 AT 02.30 P.M. AT HOTEL PARLE INTERNATIONAL, B. N. AGARWAL MARKET, NEXT TO DINANATH MANGRSHKAR HALL, VILE PARLE (E), MUMBAI – 400 057.

Directors and Officers took the Chair.

Company Secretary welcomed the Shareholder, Director of the Company.

Company Secretary request the Shareholder to elect the Chairman for the 31st Annual General Meeting as Company Secretary informed that Mr. Jayesh P. Choksi, Chairman & Managing Director of the Company is not keeping well so he won't be able to attend the AGM.

Mr. Pranav J. Choksi, Executive Director was elected as Chairman for the 31st Annual General Meeting by the Shareholder of the Company.

Company Secretary requested the Chairman, Mr. Parnav J. Choski, to chair the meeting.

Chairman welcomed all the Shareholder all the shareholders, Director and others at the 31st Annual General Meeting and Introduced the persons sitting at the Dais.

The Chairman informed once again that Mr. Jayesh P. Choksi, Chairman & Managing Director, will not be attaending 31st AGM due to ill Health.

And he further explained that Mr. Ashok Tarale, Mr. Shreyas Patel and Mr. Jadish Shah, Independent Director were pre-occupied with other commitments and therefore could not attend the AGM.

The quorum being present Chairman declared the meeting open.

Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholder of the Company.

Thereafter the Chairman of the 31st AGM presented his speech.

Auditors' Report were taken as read by the Shareholder of the Company.

The Chairman informed the Members that the Company had provided Remote e-voting facility to all the members entitled to cast the vote (i.e. persons who were Members on September 23th, 2015, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from September 27th, 2015 to September 29th, 2015 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that Mr. Gajanan Athavale as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.

Sharma

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Further, in terms of the Companies Act, 2013 and the Listing Agreement, Members attending the AGM who had not already cast their vote by Remote e-voting were also provided the option to exercise their voting at the venue of the AGM either by Physical Ballot or e-voting, on all the 11 Resolution of Ordinary and Special businesses as set out in the Notice of AGM. Mr. Gajanan Athavale, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll and the e-voting at the venue of the AGM. The Members were informed that the Results would be declared after considering the remote e-voting, Voting by Ballot and E-voting by members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchange (NSE and BSE) on October 1st, 2015 and will be placed on the website of the Company. The Chairman then explained the objective and implications of the Resolution before putting them to vote at the meeting. During the course of Meeting, on three occasions, the chairman being interested in respect of item Nos. 4, 8, 9 and 10, entrusted the conduct of the proceedings to Mr. Pankaj Gandhi, Dis-interested Director, and resumed the chair after those respective items of business were transacted. Before ordering the poll, the Chairman invited the shareholders for their queries and observations.
Thereafter the Chairman ordered the poll requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard or electronically.
The Chairman thanked the Shareholder and others for attending the Meeting.
The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.

Sharma

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OUTCOME OF VOTING OF 31ST ANNUAL GENERAL MEETING OF GUFIC BIOSCIENCES LIMITED HELD ON SEPTEMBER 30TH, 2015 AT 2.30 PM

(AS PER CLAUSE 35A OF LISTING AGREEMENT)

Date of Annual General Meeting	September 30th, 2015			
Total Number of Shareholder on Record Date (i.e. September 23, 2014)	12, 744			
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group		Public	
	In person 2	Through Proxy 0	In person 68	Through Proxy 1
No. of shareholders attended the meeting through video conferencing	Promoters & Promoter Group		Public	
	Not Arranged		Not Arranged	

Agenda wise

The mode of voting for all the Resolution was:

1. Remote E-voting conducted during September 27th, 2015 to September 29th, 2015;
2. Poll conducted on September 30th, 2015.

Given below is the resolution wise combined Results of Remote E-voting and Poll.

Resolution 1:- To receive, consider, approve and adopt the Audited Balance Sheet as at 31 March 2015 and the Statement of Profit and Loss of the Company for the year ended on that date together with the report of the Directors and Auditors thereon. (Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public - Others	22022838	39106	0.17	39106	0	100	0
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Resolution 2:- To Declare dividend on Equity Shares. (Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public - Others	22022838	39106	0.17	39106	0	100	0
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

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Resolution 3:- To ratify the appointment M/s. SHR & Co. (FRN No. 120491W) Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of 35th Annual General Meeting of the company at such remuneration as agreed upon by the Board of Director and the Auditor.(Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public - Others	22022838	39106	0.17	39106	0	100	0
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Resolution 4:- To appoint a Director in place of Mr. Jayesh P. Choski (DIN. 00001729) who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public - Others	22022838	39106	0.17	38906	200	99.48	0.514
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Resolution 5:- To regularized the appointment of Ms. Hemal Desai (DIN. 07014744) who was appointed as an Additional Director in respect of whom company as received a notice in writing for appointing as an Director of the company.(Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public - Others	22022838	39106	0.17	38906	200	99.48	0.514
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Sharma

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Resolution 6:- To appoint Ms. Hemal Desai (DIN. 07014744) as Whole-Time Director of the Company.(Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public – Others	22022838	39106	0.17	38906	200	99.48	0.514
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Resolution 7:- To appoint M/s. Kale & Associates as Cost Auditors at a remuneration of Rs. 60000 plus service tax.(Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public - Others	22022838	39106	0.17	38906	200	99.48	0.514
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Resolution 8:- To re-appoint Mr. Jayesh P. Choksi (DIN. 00001729) as Managing Director of the company.(Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public – Others	22022838	39106	0.17	38906	200	99.48	0.514
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Resolution 9:- To re-appoint Mr. Pranav J. Choksi (DIN. 00001730) as Whole-Time Director of the company.(Ordinary Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public – Others	22022838	39106	0.17	38906	200	99.48	0.514
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Sharma

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Resolution 10:- Consent of the company to the board of director to enter into Related Party Transaction.(Special Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public – Others	22022838	39106	0.17	38906	200	99.48	0.514
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

Resolution 11:- Consent of the company to the board of director to mortgage and/or charge all or any of the immovable and/or moveable, tangible or intangible properties or assets of the company upto Rs. 1000 Crores. (Special Resolution):-

Category	No. of Shares Held# (1)	No. of Votes Polled$ (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54127645	25854287	47.76	25854287	0	100	0
Public- Institutional Holders	1199517	0	0	0	0	0	0
Public - Others	22022838	39106	0.17	38906	200	99.48	0.51
Total	77350000	25893393	33.47	25866892			

Note:- The above resolution stand passed with REQUISITE MAJORITY.

#voting rights are in proportion to shares held as on September 23th, 2015.
$Excludes invalid Votes

As per the Consolidated results of e-voting and Poll on item No. 1 to 11 of the notice of 31st AGM, all the resolution stand passed by **REGUISITE MAJORITY.**

For Gufic Biosciences Limited

Santosh Sharma
Company Secretary and Compliance Officer

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