



GUJARAT THEMIS BIOSYN LIMITED

CIN: L24230GJ1981PLC004878

REGD. OFFICE & FACTORY: 69/C GIDC INDUSTRIAL ESTATE,
VAPI – 396 195, DIST. VALSAD, GUJARAT, INDIA

TEL: 0260-2430027 / 2400639

E-mail: hrm@gtbl.in.net

GTBL/BSE/NSE/2026-27/08

5th May, 2026

**Corporate Relationship Department
BSE Limited**
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code – 506879.

**Listing Department
National Stock Exchange of India Limited**
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
Symbol: GUJTHEM

Dear Sir / Madam,

Sub: Notice of Postal Ballot and e-Voting

We attach herewith a copy of the Notice of Postal Ballot of Gujarat Themis Biosyn Limited (the “Company”) along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Notice”), seeking approval of the Members of the Company on the Resolutions forming part of the Notice.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, this Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members / list of Beneficial Owners as on Friday, 1st May, 2026 (“cut-off date”) and whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (“RTA”) / Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

Company has engaged the services of the Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility. The voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders as on cut-off date. The procedure for remote e-voting is detailed in the Notes to the Notice.

The remote e-voting period shall commence from Wednesday, 6th May, 2026 at 9:00 a.m. (IST) and concludes on Thursday, 4th June, 2026 at 05:00 p.m. (IST). The remote e-voting facility shall be disabled by CDSL thereafter. The result of the Postal Ballot will be declared within two working days i.e. latest by Monday, 8th June, 2026.

The copy of Notice is also available on the Company's website at www.gtbl.in

We request to take this information on record.

Thanking you,

Yours faithfully,

For **Gujarat Biosyn Themis Limited**

Vineet Gawankar
Company Secretary & Compliance Officer



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Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standards on General Meetings (“the SS-2”) issued by the Institute of Company Secretaries of India and the General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 09/2024 dated September 19, 2024, No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, of the Act, rules, regulations, circulars and notification (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the provisions of the Articles of Association of Gujarat Themis Biosyn Limited (“**the Company**” or “**GTBL**”), the resolutions as set out hereunder are proposed for approval of the Members of the Company by way of Postal Ballot through remote e-voting only, i.e. voting through electronic means (“**Remote e-Voting**”) in accordance with the framework provided in MCA Circulars and other statutory provisions as mentioned hereinabove and additional facility as mentioned in the notes to this Notice (“**Postal Ballot**”). The instructions regarding Remote e-Voting and other relevant information are provided in the notes to this Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to and forming part of the resolutions below setting out the material facts and reasons thereof, are contained below for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants. If your e-mail address is not registered with the Company/Depository Participants, please follow the process provided in the Notes appended below to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members on the proposed resolutions would only take place through the remote e-voting system.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the Central Depository Services (India) Limited (CDSL), one of the agencies authorized by the MCA, to provide the remote e-voting facility. The procedure for remote e-voting is detailed in the Notes annexed to this Notice.

The remote e-voting period shall commence from Wednesday, 6th May, 2026 at 9:00 a.m. (IST) and conclude on Thursday, 4th June, 2026 at 05:00 p.m. (IST). The remote e-voting facility will be disabled by CDSL thereafter.

The Board of Directors of the Company has appointed Mr. Ketan R. Shirwadkar (FCS No 13938; CP 15386) Proprietor of M/s. KRS & Co., Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting through Remote e-voting in a fair and transparent manner.



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Upon completion of scrutiny of the Postal Ballot (e-voting), the Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company or any person authorised by him on or before Monday, 8th June, 2026. The result of Postal Ballot (e-voting) shall also be displayed at the Company's Registered office. In addition to the results being communicated to Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited, CDSL, NSDL, Registrar and Share Transfer Agent (RTA), it shall also be displayed at the Company's Registered office and on the Company's website www.gtbl.in

SPECIAL BUSINESS:

1. To approve increase in borrowing limits of the Company under section 180(1)(c) and creation of mortgage or charge on the assets, properties or undertaking(s) of the Company under section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit to pass with or without modification (s) the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed earlier in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules & regulations made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions and lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., external commercial borrowings in Indian rupees or equivalent thereof in any foreign currency (ies), rupee denominated bonds issued outside India / overseas or otherwise or in any foreign currency (ies) as permitted by the applicable laws, by issue of commercial paper and by issue of non-convertible debentures in one or more tranches/ series, from time to time, on such terms and conditions and with or without security, including commercial terms as may be determined by the Board of Directors on the basis of the prevailing market conditions, and as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company, free reserves of the Company, that is to say, reserves not set apart for any specific purpose and the securities premium, at a maximum limit subject to the proviso that such borrowings, together with monies already borrowed, shall not at any one time exceed Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores only) excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Act, the consent of the Members be and is hereby accorded, to the Board of Directors of the Company to create/modify any charge / mortgage, pledge, hypothecate or create other charge or encumbrances, from time to time, over the whole or substantially whole of the Company's undertaking(s) including all present and future immovable and movable properties and assets of the Company wherever situated, in favour of the banks, financial institutions, and other persons, whether in India or overseas, for securing loans, credits, guarantees or other facilities provided or to be provided by them to the Company or its subsidiary and/or to secure debentures issued/ to be issued by the Company and/or to secure offshore bonds (whether rupee denominated or otherwise) issued / to be issued by the Company whether in India or outside India, which borrowings and facilities and debentures and offshore bonds together with the existing ones shall



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not exceed an aggregate limit of Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores only)

RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank pari passu with the securities already created or to be created in future by the Company as may be agreed to between the Board and concerned lender.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute all such documents, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution”

- 2. To approve the limits to give loans/ guarantees/ investments or provide security in connection with loan(s) made to any person(s) or body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and the provisions of the Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to give any loan to any person or other body corporate and/or to give any guarantee or provide any security in connection with a loan to any other body corporate / subsidiary or person and to acquire by way of subscription, purchase or otherwise the securities of any other body corporate including investments in shares, debentures, bonds, mutual funds or any other securities whether in India or overseas, as may be considered appropriate and in the interest of the Company subject to aggregate of the loans, guarantees, securities and investments so far made and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional loans, guarantees, securities or investments proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores only) over and above the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board or any Committee/Person(s) authorised by the Board be and are hereby authorised to negotiate and finalise the terms and conditions of the aforesaid loans, guarantees, securities and investments as they may deem fit and in the best interest of the Company and to take all such steps as may be necessary to give effect to this resolution.



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RESOLVED FURTHER THAT any one of the Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to this Resolution, including but not limited to settling any question or difficulty that may arise in connection therewith or incidental thereto.”

**By Order of the Board of Directors
For Gujarat Themis Biosyn Limited**

**Sd/-
Vineet Gawankar
Company Secretary & Compliance Officer**

Regd. Office: Plot No. 69-C, GIDC Industrial Estate,
Vapi-396195, Dist. Valsad, Gujarat.

CIN: L24230GJ1981PLC004878.

Email Id: secretary@gtbl.in.net

Website: www.gtbl.in

Place: Mumbai

Date: 7th April 2026



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Notes:

1. Pursuant to section 102 of the Companies Act, 2013 (the "Act") read with Secretarial Standards on General Meetings, the explanatory statement pertaining to the resolution, stating the material facts and the reasons thereof, is set out below for your consideration.
2. Resolutions passed by the Members with requisite majority, by way of Postal Ballot through Remote e-Voting shall be deemed to have been passed at a general meeting of the Members convened on that behalf.
3. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder read with Regulation 44 of Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the Company is pleased to provide the facility of Remote e-Voting to exercise votes on the items of business given in this Notice, to members holding shares as on 1st May, 2026 ("cut-off date") fixed for determining the members who shall be eligible to receive the notice and to ascertain voting rights of such members entitled to participate in the Postal Ballot through Remote e-Voting process. 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. Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolution. Any person who is not a member of the Company as on the cut-off date should treat this Notice for information purposes only.
4. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only, to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on cut-off date, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the cut-off date. Members who have not registered their e-mail IDs may follow the instructions given in these Notes for registering their e-mail addresses. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.
5. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting as mentioned in the Postal Ballot Notice.
6. A copy of the Postal Ballot Notice is available on the website of the Company at www.gtbl.in, website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of our Remote e-voting agency i.e. CDSL's e-voting website at www.evotingindia.com
7. All documents referred to in the Postal Ballot Notice will be available for inspection by the Members at the registered office of the Company, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice and up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests in advance to secretary@gtbl.in.net from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID.



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8. Members, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at <https://www.gtbl.in/kyc-forms/> duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited (RTA of the Company) at C-101, Embassy 247, LBS. Marg, Vikhroli (West), Mumbai – 400083. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

9. Special Window for Transfer and Dematerialization of Physical Securities of Gujarat Themis Biosyn Limited

Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated January 30, 2026, another special window is open from February 05, 2026 to February 04, 2027 for re-lodgment of transfer requests of physical shares. This facility is available for transfer and dematerialization ("demat") of physical securities which were sold/ purchased prior to April 01, 2019 and transfer deeds lodged prior to April 01, 2019, which were rejected, returned, due to deficiencies in documents. The shares transferred during this special window period shall be mandatorily credited to the transferee only in demat mode and shall be under lock in period for a duration of one year from the date of registration of transfer. Such shares shall not be transferred /lien-marked/pledged during the said lock in period. Note that cases involving disputes between transferor and transferee will not be considered in this window and may be settled by transferor and transferee through court/NCLT process. Further, securities which have been transferred to IEPF shall not be considered under this window. Eligible investors who have missed the earlier deadline shall submit their transfer request along with the requisite documents to the Company's RTA at the address mentioned in the point No. 8 above.

10. Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote on the above resolutions in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his or her vote by proxy on Postal Ballot.

11. The Remote e-Voting period:

Commences on	9.00 A.M. (IST) on Wednesday, 6 th May, 2026
Ends on	5.00 P.M. (IST) on Thursday, 4 th June, 2026

During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Cut-off date may cast their votes through Remote e-voting facility as mentioned in the Postal Ballot Notice. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently.

12. The Board of Directors of the Company have appointed Mr. Ketan R. Shirwadkar (FCS No 13938; CP 15386) Proprietor of M/s. KRS AND CO., Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting through Remote e-voting and such additional facility as mentioned in the Postal Ballot Notice in a fair and transparent manner. He has communicated his willingness for such appointment.



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13. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, after the completion of scrutiny and the results of the voting by postal ballot through Remote e-Voting process will be announced by the Chairman, or such authorized person, within two working-days of conclusion of Postal Ballot through Remote e-Voting i.e. latest by Monday, 8th June, 2026. The Scrutinizer's decision on the validity of the e-voting (including additional facility as mentioned in the Postal Ballot Notice) shall be final and binding.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gtbl.in and on the e-voting website of CDSL at www.evotingindia.com immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the Notice Board at the Registered office of the Company.
15. The Resolutions, if approved by the requisite majority by Postal Ballot through Remote e-Voting shall be deemed to have been passed on Thursday, 4th June, 2026, i.e. the last date specified for receipt of votes by Postal Ballot through Remote e-Voting process.
16. Process for those Members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions is set out in this Postal Ballot Notice:

The details of the process and manner for Remote e-Voting are as below:

Remote e-Voting Instructions for shareholders:

The voting period begins on 9.00 A.M. (IST) on Wednesday, 6th May, 2026 and ends on 5.00 P.M. (IST) on Thursday, 4th June, 2026. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 1st May, 2026 ("cut-off date") may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credentials, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



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Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.



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Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReq.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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



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website www.gtbl.in. E-mail: secretary@gtbl.in.net

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.



GUJARAT THEMIS BIOSYN LIMITED

CIN: L24230GJ1981PLC004878

Regd. Office. Plot no. 69-C, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat

Phone No: 0260-2430027 / 2400639

website www.gtbl.in. E-mail: secretary@gtbl.in.net

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password also is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload Board Resolution (BR) / Power of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



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- It is Mandatory that, a scanned copy of the BR and POA which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gtblmumbai@gtbl.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free number 1800 21 09911



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

1. To approve increase in borrowing limits of the Company under section 180(1)(c) and creation of mortgage or charge on the assets, properties or undertaking(s) of the Company under section 180(1)(a) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company are empowered to borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, subject to the approval of the Members by way of a Special Resolution.

Further pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Board of Directors of the Company are empowered to create charge, mortgage or otherwise encumber the assets or properties of the Company, including the whole or substantially the whole of the undertaking(s) of the Company, subject to the approval of the Members by way of a Special Resolution.

The Members of the Company had, through Special Resolution dated 3rd September, 2020, accorded their consent to the Board of Directors under Section 180(1)(c) of the Act to borrow monies for the purposes of the business of the Company up to an aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores only).

The Company is driven by growth in its core pharmaceutical business and propose to increase its market presence and strategic business initiatives. In line with its long-term growth strategy, the Company is evaluating capacity expansion plans and other business development opportunities.

Further, the Company has entered into an Asset Purchase Agreement with Sanofi, the French holding company of the Sanofi group, for the proposed acquisition of a portfolio of anti-tuberculosis (TB) and anti-infective brands along with the associated trademark and intellectual property rights. The said acquisition is subject to the fulfilment of customary closing conditions, including receipt of applicable regulatory and other statutory approvals. In view of the above including ongoing and proposed capital expenditure, working capital requirements, strategic investments and considering the funds for the proposed acquisition, the Company may require additional financing arrangements. Therefore, it is proposed to enhance the borrowing limits of the Company as set out in the accompanying resolution.

Accordingly, the Board of Directors at its meeting held on 7th April, 2026 has approved, subject to the approval of the Members, enhancement in the borrowing limits of the Company up to Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores only) over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The proposed enhancement in borrowing limits will enable the Company to access additional financial resources, both fund-based and non-fund-based, in a timely and flexible manner and



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support its business expansion and strategic objectives. The Company will ensure that its borrowings are maintained within prudent financial parameters.

Further, in order to secure the borrowings of the Company, including the enhanced borrowing limits as may be approved under Section 180(1)(c) of the Act, the Company may be required to create charge, mortgage or other encumbrances over its assets. Accordingly, approval of the Members is also sought under Section 180(1)(a) of the Act to secure such borrowings by creation of mortgage and/or charge on any of the movable and/or immovable properties of the Company, both present and future, and/or on the whole or any part of the undertaking(s) of the Company, in such manner and on such terms as the Board may deem fit.

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

The Board of Directors recommends the Special Resolution as set out at Item No. 1 of the Postal Ballot Notice for approval of the Members of the Company.

2. To approve the limits to give loans/ guarantees/ investments or provide security in connection with loans made to any person(s) or body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under Section 186 of the Companies Act, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company is required to obtain approval of the Members by way of a Special Resolution, in case it proposes to give any loan, provide any guarantee or security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under the said Section, being 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is higher.

In order to enable the Company to meet its business requirements and to provide financial flexibility for making investments, granting loans, giving guarantees in favour of lenders or subsidiaries or providing securities, as may be required from time to time, in the ordinary course of business and in alignment with its growth and strategic objectives, it is proposed to seek approval of the Members under Section 186 of the Act.

Accordingly, the Board of Directors at its meeting held on 7th April, 2026 has approved, subject to the approval of the Members, authorising the Company to make loans, give guarantees, provide securities and make investments, from time to time, up to an aggregate amount of Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores only) over and above the limits prescribed under Section 186 of the Act

The proposed approval will enable the Company to deploy funds efficiently and support its operational and strategic requirements, as may arise from time to time, in the best interest of the Company.



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In furtherance of its business operations and strategic initiatives, including the proposed acquisition from Sanofi, the Company may be required to make investments, provide loans, guarantees or securities. Therefore, the approval of the Members is sought under Section 186 of the Act for enhanced limits as set out in the resolution no. 2 of the Postal Ballot Notice.

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

The Board of Directors recommends the Special Resolution as set out at Item No. 2 of the Postal Ballot Notice for approval of the Members of the Company.

**By Order of the Board of Directors
For Gujarat Themis Biosyn Limited**

**Sd/-
Vineet Gawankar
Company Secretary & Compliance Officer**

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Email Id: secretary@gtbl.in.net
Website: www.gtbl.in
Place: Mumbai
Date: 7th April, 2026