



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

GTBL/BSE/NSE/2025-26/50

18th March, 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 enclose 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, 13th March, 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 **Thursday, 19th March, 2026 at 9:00 a.m. (IST)** and concludes on **Friday, 17th April, 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 Tuesday, 21st April, 2026.

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

We request to take this on record.

Thanking you,

Yours faithfully,

For **Gujarat Biosyn Themis Limited**

Vineet Gawankar
Company Secretary & Compliance Officer

Attached: As above



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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 19 September 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, circular 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 resolution as set out hereunder is 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 resolution 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 resolution 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 Thursday, 19th March, 2026 at 9:00 a.m. (IST) and conclude on Friday, 17th April, 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.

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 21st April, 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



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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. Re-appointment of Mrs. Kirandeep Madan (DIN: 00686547) as Non-Executive Woman Independent Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ('Act') read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), Regulation 17, Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors respectively, Mrs. Kirandeep Madan (DIN: 00686547) who was appointed as Non-Executive Woman Independent Director of the Company with effect from May 1, 2021 and whose first term of five consecutive years will expire on April 30, 2026 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as Non-Executive Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from May 1, 2026 up to April 30, 2031.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby authorized to sign, execute, submit and file the relevant forms, documents etc. with the office of the Registrar of Companies as per the applicable provisions of the Act and to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Directors or Company Secretary be submitted to the concerned authorities including the Registrar of Companies and they be requested to act thereon.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

2. Approval of Material Related Party Transactions with Themis Medicare Limited (TML)

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 2(1)(zc), 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) governing the Related Party Transactions and such other rules as may be applicable and amended from time to time in accordance with the Company's Policy on Related Party Transaction(s) and based on the approval of the Audit Committee of the Board of Directors of the Company (the “Board”), approval of the Members be and is hereby accorded to the Board (which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or in a series of transactions either taken together or otherwise) with Themis Medicare



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Limited (TML), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as per the details set out in the explanatory statement annexed to this notice, on such terms and conditions as may be agreed between the Company and TML and as may be deemed fit by the Board for an aggregate value of Rs. 50 Crores (Rupees Fifty Crores) to be entered during the Financial Year 2026-27, subject to such contract(s) / arrangement(s) / transaction(s) being carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental / Regulatory Authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board constituted thereof be authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts, deeds, matters & things and take such steps, as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or a Committee thereof, to do or cause to be done all such acts, deeds, matters and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related parties and authorise any person(s) to severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

By Order of the Board of Directors

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

Regd. Office: Plot No. 69-C, GIDC Industrial Estate,

Vapi-396195, Dist. Valsad, Gujarat.

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Email Id: secretary@gtbl.in.net

Website: www.gtbl.in

Place: Mumbai

Date: 18th March, 2026



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Notes:

1. Pursuant to section 102 of the Companies Act, 2013 read with Secretarial Standards on General Meetings (the "Act"), the explanatory statement pertaining to the resolution, stating the material facts and the reasons thereof, is set out below for your consideration.
2. Resolution 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 item of business given in this Notice, to members holding shares as on 13th March, 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 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.
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,



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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. 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 in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his or her vote by proxy on Postal Ballot.

10. The Remote e-Voting period:

Commences on	9.00 A.M. (IST) on Thursday, 19 th March, 2026
Ends on	5.00 P.M. (IST) on Friday, 17 th April, 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.

11. 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.
12. 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 Tuesday, 21st April, 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.
13. 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.
14. The Resolutions, if approved by the requisite majority by Postal Ballot through Remote e-Voting shall be deemed to have been passed on Friday, 17th April, 2026, i.e. the last date specified for receipt of votes by Postal Ballot through Remote e-Voting process.
15. 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 resolution is set out in this Postal Ballot Notice:



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

Remote e-Voting Instructions for shareholders:

The voting period begins on 9.00 A.M. (IST) on Thursday, 19th March, 2026 and ends on 5.00 P.M. (IST) on Friday, 17th April, 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 13th March, 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 credential, 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.

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.



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Type of shareholders	Login Method
	<p>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.</p> <p>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.</p>
Individual Shareholders holding securities in Demat mode with NSDL Depository	<p>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.</p> <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/IdeasDirectReg.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>



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Type of shareholders	Login Method
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

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.



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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.

- (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.**



GUJARAT THEMIS BIOSYN LIMITED

CIN: L24230GJ1981PLC004878

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

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

- 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.
- 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

Re-appointment of Mrs. Kirandeep Madan (DIN: 00686547) as Non-Executive Woman Independent Director of the Company

In accordance with the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act"), the re-appointment of an Independent Director requires approval of the shareholders. Based on the provisions of the Articles of Association of the Company and the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 5th February, 2026, approved the re-appointment of Mrs. Kirandeep Madan (DIN: 00686547) as Non-Executive Woman Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 1st May, 2026 up to 30th April, 2031, subject to the approval of the shareholders of the Company.

Mrs. Kirandeep Madan was appointed as Non-Executive Woman Independent Director of the Company with effect from 1st May, 2021 and her first term of five consecutive years will end on 30th April, 2026.

Further pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every Listed Company is required to obtain approval of the Shareholders by way of Special Resolution for re-appointment of an Independent Director for a second term.

Accordingly, in terms of aforementioned provisions it is proposed to obtain approval of the Members by way of Special Resolution through Postal Ballot for re-appointment of Mrs. Kirandeep Madan (DIN: 00686547) as Non-Executive Woman Independent Director not liable to retire by rotation for a second term of 5 (five) consecutive years w.e.f. 1st May 2026 up to 30th April 2031.

Mrs. Kirandeep Madan has actively participated in the deliberations of the Board during her tenure and has consistently provided valuable insights on matters relating to governance, social impact and stakeholders engagement. The performance evaluation of Mrs. Kirandeep Madan was carried out by the Board of Directors in consultation with the Nomination & Remuneration Committee based on the outcome of such evaluation, the Board is of the opinion that Mrs. Kirandeep Madan possesses the requisite integrity, expertise, experience and proficiency and her continued association would be beneficial to the Company.

Mrs. Kirandeep Madan has given her consent to act as Non-Executive Woman Independent Director and has made necessary declarations and disclosures as required under the provisions of the Act and Listing Regulations. Further she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

In the opinion of the Board, Mrs. Kirandeep Madan fulfils conditions specified in the Act and the rules made thereunder and Listing Regulations and is independent of the management.

Considering the above and in compliance with the provisions of Section 149 and 152 read with Companies (Appointment and Qualification of Directors) Rules 2014 and applicable provisions of Listing Regulations including Regulation 17, it is proposed to re-appoint Mrs. Kirandeep Madan as Non-Executive Woman Independent Director on the Board of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years from 1st May 2026 to 30th April 2031.

Save and except Mrs. Kirandeep Madan none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the proposed Special Resolution.



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The Board of Directors based on the recommendation of the Nomination & Remuneration Committee is of the opinion that Mrs. Kirandeep Madan's continued association with the Company would be beneficial in view of her experience and guidance provided to the Board. Accordingly, the Board recommends her re-appointment.

Brief Profile of Mrs. Kirandeep Madan is as under:

Ms. Kirandeep Madan is a Physiotherapist and Sociologist by education. She has been also involved in social work for over 25 years working closely with children, women and senior citizens on health, environment, civic and governance issues.

She founded Sanskar India Foundation (SIF) a non-profit organization working for environment and social causes mainly in Mumbai and has been leading the organization as Director ever since. She designed its flagship program 'Sanskar' which has been running successfully in over 150 schools conducted in three languages.

SIF also conducts multiple other activities in the community aligned to the Sanskar program such as tree plantation drives, beach clean-ups and citizen activation movements for water conservation and anti-plastic drives etc. Over the years SIF has also worked for the welfare of underprivileged women and taken up projects for important causes such as organ donation and awareness drives on health issues.

She is also a member on the Internal Complaints Committees constituted for Prevention of Sexual Harassment of Women at Workplace of NCDEX NERL SICOM and PXIL.

Disclosures as required under Regulation 36 of SEBI LODR Regulations and Secretarial Standard-2 on General Meetings is set out below for your consideration.

Name of the Director	Mrs. Kirandeep Madan
DIN	00686547
Date of Birth / Age	19/07/1961
Nationality	Indian
Date of first appointment on the Board	1 st May, 2021
Terms and Conditions of Appointment	Re-appointment as Non-Executive Woman Independent Director for a period of 5 (five) consecutive years not liable to retire by rotation with effect from 1 st May, 2026 till 30 th April, 2031 (both days inclusive).
Remuneration proposed to be paid	Mrs. Kirandeep Madan shall be entitled to receive sitting fees for attending meetings of the Board and Committees of the Board and commission if any within the limits prescribed under the Companies Act, 2013 as may be approved by the Board from time to time.
Remuneration last drawn (including sitting fees, Commission if any)	During the financial year 2025-26 total remuneration paid to her by way of sitting fees & Commission is Rs. 8,80,000
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not related to any Directors, Manager and Key Managerial Personnel of the Company.
Qualification(s)	Physiotherapist
Experience and expertise in the specific functional area	Elaborate details are given in the explanatory statement under Item No. 1 which is annexed to the notice



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Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Details are given in the explanatory statement which is annexed to the notice
List of Directorship in other companies / entities	Sanskar India Foundation
Directorship in listed entities	Gujarat Themis Biosyn Limited
List of Membership/ Chairmanship of Committees of other companies	NIL
Listed entities from which the Director has resigned in the past three years.	NIL
Number of shares held in the Company	NIL
Number of meetings of the Board attended during the Financial Year 2025-26	7 (Seven)

Item No. 2

Approval of Material Related Party Transactions with Themis Medicare Limited:

In terms of Regulation 23(1) read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, a transaction with a related party shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceeds the thresholds of 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company which is based on the parameters for the purpose of materiality threshold as stated in the Schedule. Such material related party transaction requires prior approval of the shareholders by way of an ordinary resolution.

Themis Medicare Limited ("TML") is a Promoter Group Company and holds 23.19% of the equity share capital of the Company. Further, Dr. Dinesh Patel (Chairman), Dr. Sachin Patel (Managing Director) and Mr. Rajneesh Anand (Non-Executive Director) are on the Board of both the Companies. Accordingly, TML is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI Listing Regulations.

In the ordinary course of business, the Company enters into various business transactions with TML including sale of fermentation based Active Pharmaceutical Ingredients (APIs), intermediates and other operational transactions. These transactions are carried out in the ordinary course of business and on an arm's length basis.

Considering the business requirements, the Company proposes to enter into Related Party Transactions with TML for an aggregate value not exceeding Rs. 50 Crores (Rupees Fifty Crores only) during the Financial Year 2026-27. The Management has placed all relevant details before the Audit Committee and the Audit Committee after due review and deliberation has granted its approval for the aforesaid transactions. The Audit Committee has noted that the proposed transactions shall continue to be in the ordinary course of business and in compliance with the Company's Related Party Transactions Policy and applicable laws.

The Board is of the opinion that the Resolution stated in the accompanying Notice is in the best interest of the Company and its Members and hence recommends the Resolution for approval by the Members of the Company.



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The necessary disclosures as per the SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD-11 PoD-2/P/CIR/2025/93) on Industry Standards on “Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), effective from September 1, 2025, read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135) are set out below for the reference of the Members.

Sr. No.	Particulars of the information	Details
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee as specified in the RPT Industry Standards is provided hereinbelow
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	As part of the Company's operational strategy the proposed related party transactions with Themis Medicare Limited ensure stable demand and offtake of fermentation based Active Pharmaceutical Ingredients manufactured by the Company. The transactions are undertaken in the ordinary course of business and at arm's length. Pricing is based on prevailing market price and cost benchmarking ensuring fairness and transparency. These transactions enable operational continuity support production efficiency and are in the best interest of the Company and its stakeholders.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and Chief Financial Officer confirming that the proposed related party transactions are in the interest of the Company and comply with the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed related party transaction has been approved by the Audit Committee and the Board of Directors. The Board is of the opinion that the transaction is in the best interest of the Company and accordingly recommends the resolution for approval of the Members by way of an Ordinary Resolution.
5	Provide web-link and QR Code through which shareholders can access the valuation report or other reports of external party if any considered by Audit Committee while approving the RPT	Not applicable
6	Disclosure regarding redaction of commercial secrets affecting competitive position	Not applicable
7	Any other information that may be relevant	None

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The disclosure of information as specified in the RPT Industry Standards is provided hereinbelow:

Sr. No.	Particulars of the information	Information provided by the management																						
1.	Name of the related party	Themis Medicare Limited (TML)																						
2.	Country of incorporation of the related party	India																						
3.	Nature of business of the related party	Manufacturing of finished Formulations and synthetic Active Pharmaceutical Ingredients																						
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Dr. Dinesh Patel, Non-Executive Director & Dr. Sachin Patel, Managing Director (Promoter Directors) are on the Board of Company and of TML. Also, Mr. Rajneesh Anand is a Non-executive Director in GTBL & TML.																						
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company does not hold shares in Themis Medicare Limited																						
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Themis Medicare Limited is holding 23.19% equity shares of the Company. Promoter Directors shareholding: 1. Dr. Dinesh Patel – 0.03 % 2. Dr. Sachin Patel – 0.05 %																						
7.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	<table border="1"><thead><tr><th colspan="2">FY – 2024-25</th></tr><tr><th>Nature of Transactions</th><th>Amt.</th></tr></thead><tbody><tr><td>Sale of API</td><td>0.08 Cr</td></tr><tr><td>Purchase of API</td><td>0.13 Cr</td></tr><tr><td>Purchase of Machinery</td><td>1.27 Cr</td></tr></tbody></table> <table border="1"><thead><tr><th colspan="2">FY – 2023-24</th></tr><tr><th>Nature of Transactions</th><th>Amt.</th></tr></thead><tbody><tr><td>Sale of API</td><td>1.64 Crores</td></tr></tbody></table> <table border="1"><thead><tr><th colspan="2">FY – 2022-23</th></tr><tr><th>Nature of Transactions</th><th>Amt.</th></tr></thead><tbody><tr><td>Sale of API</td><td>Rs. 0.37 Crores</td></tr></tbody></table>	FY – 2024-25		Nature of Transactions	Amt.	Sale of API	0.08 Cr	Purchase of API	0.13 Cr	Purchase of Machinery	1.27 Cr	FY – 2023-24		Nature of Transactions	Amt.	Sale of API	1.64 Crores	FY – 2022-23		Nature of Transactions	Amt.	Sale of API	Rs. 0.37 Crores
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Sale of API	Rs. 0.37 Crores																							
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	During financial year 2025-26 following transactions were undertaken till the date of approval: Purchase of Raw Material: Rs. 0.52 Crores																						
9.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default was made by the related party																						



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Sr. No.	Particulars of the information	Information provided by the management	
10.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	Rs. 50 Crores	
11.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
12.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	12.50 %	
13.	Value of the proposed transactions as a percentage of the listed entity's annual standalone turnover for the immediately preceding financial year	33.33 %	
14.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Not Applicable	
15.	Standalone turnover of the related party for each of the last three financial years	FY 2024-2025	Rs.400.08 Crores
		FY 2023-2024	Rs. 376.63 Crores
		FY 2022-2023	Rs. 344.46 Crores
16.	Standalone net worth of the related party for each of the last three financial years:	FY 2024-2025	Rs. 320.28 Crores
		FY 2023-2024	Rs. 301.28 Crores
		FY 2022-2023	Rs. 281.83 Crores
17.	Standalone net profits of the related party for each of the last three financial years:	FY 2024-2025	Rs. 23.92 Crores
		FY 2023-2024	Rs. 24.75 Crores
		FY 2022-2023	Rs. 43.29 Crores
18.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase and sale of Active Pharmaceutical Ingredients (API) and pharmaceutical intermediates & Machineries	
19.	Details of each type of the proposed transaction	The Company, in the ordinary course of its business, regularly enters into transactions with Themis Medicare Limited on an arm's length basis. The Company proposes to undertake related party transactions with TML during Financial Year 2026-27 for an aggregate value not exceeding ₹50 Crores (Rupees Fifty Crores only) involving purchase and sale of APIs, intermediates and other operational transactions.	
20.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial year 2026-27	
21.	Whether omnibus approval is being sought?	Yes	
22.	Value of the proposed transaction during a financial year.	Monetary value of the transactions: Up to Rs. 50 Crores	



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Sr. No.	Particulars of the information	Information provided by the management
23.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The price of intermediates and APIs is benchmarked with prevailing market prices and the landed cost of such products in India. The proposed transactions ensure uninterrupted supply and offtake of critical pharmaceutical intermediates required for manufacturing operations. These transactions support operational efficiency, ensure business continuity and are in the best interest of the Company and its stakeholders.
24.	Details of the Promoter(s)/ Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the Director / KMP b. Shareholding of the Director / KMP, whether direct or indirect, in the related party	Dr. Dinesh S. Patel – Non-Executive Chairman and Promoter of the Company and also an Executive Chairman on the Board of Themis Medicare Limited. Dr. Sachin D. Patel – Managing Director and Promoter of the Company and also a Managing Director & CEO of Themis Medicare Limited. Mr. Rajneesh Anand – Non-Executive Director of the Company and also associated with Themis Medicare Limited as a Non-Executive Director. Shareholding in the related party is as under: 1. Dr. Dinesh Patel – 9.47 % 2. Dr. Sachin Patel – 5.99 % 3. Mr. Rajneesh Anand – 0.079 %
25.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
26.	Other information relevant for decision making.	None
B(1). Sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company has not undertaken a bidding process. Themis Medicare Limited is engaged in the manufacture of pharmaceutical formulations and has established facilities for conversion of fermentation based Active Pharmaceutical Ingredients (API) into finished formulations. The Company manufactures fermentation-based APIs which are supplied to TML for further processing and formulation. Considering the integrated nature of operations and long-standing business relationship between the parties the transactions are undertaken in the ordinary course of business.
2.	Basis of determination of price.	The price of API / Intermediate is benchmarked to its landed cost in India
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if	Not Applicable



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Sr. No.	Particulars of the information	Information provided by the management
	any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Basis of determination of price. c. Whether same is self-liquidating?	

All related parties in the context of the contract(s) or arrangement(s) or transaction(s) for which the above Ordinary Resolution is being passed shall abstain from voting.

Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the resolution to be passed as an Ordinary Resolution by the members.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board of Directors

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

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Vapi-396195, Dist. Valsad, Gujarat
CIN: L24230GJ1981PLC004878
Email Id: secretary@gtbl.in.net
Website: www.gtbl.in
Place: Mumbai
Date: 18th March, 2026