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/2026-27/26

8th June, 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 Resolution 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, 5th June, 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 Tuesday, 9th June, 2026 at 9:00 a.m. (IST) and concludes on Wednesday, 8th July, 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 Friday, 10th July, 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 GANESH GAWANKAR

Digitally signed by VINEET GANESH GAWANKAR
Date: 2026.06.08 23:41:45 +05'30'

Vineet Gawankar
Company Secretary & Compliance Officer

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

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 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 stated 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 Tuesday, 9th June 2026 at 9:00 a.m. (IST) and conclude on Wednesday, 8th July, 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 10th July, 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:

Raising funds by issue of Equity Shares through Qualified Institutions Placement:

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution.**

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions of the Companies Act 2013 (the Act) and the Rules made thereunder, Chapter VI and applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 (the SEBI ICDR Regulations), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the SEBI Listing Regulations), Securities Contracts (Regulation) Act 1956 and rules made thereunder, Foreign Exchange Management Act 1999, rules and regulations made thereunder, Foreign Exchange Management (Non-debt Instruments) Rules 2019, FDI Policy issued by the Government of India (including amendments or re-enactments thereof, for the time being in force), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (the Stock Exchanges) on which the equity shares of the Company having face value of Rupee one each (the Equity Shares) are listed, and subject to any rules, regulations, notifications, circulars, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approval or permissions as may be necessary, and subject to such conditions as may be prescribed while granting such approvals or permissions, which are acceptable to the Board of Directors of the Company (hereinafter and in explanatory statement referred to as the Board, which term shall be deemed to mean and include one or more committee constituted / to be constituted by the Board), the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised, to create, offer, issue and allot such number of Equity Shares and/or Securities, for cash, for an aggregate amount up to Rs. 1,000 Crores (inclusive of premium), through qualified institutions placement of; equity shares, warrants or debentures convertible into the equity shares, non-convertible debentures with warrants with a right exercisable by the warrant holders to exchange the same for Equity Shares and/or any combination thereof (collectively referred to as the Securities or Convertible Securities, as the case may be); in accordance with the provisions of Chapter VI of SEBI ICDR Regulation to eligible qualified institutional buyers (the investors or QIBs) as defined in the SEBI ICDR Regulations through placement documents, private placement offer letter or such other documents, offer document, circulars, application or memoranda (the Offer Documents) in such a manner and at such price, disclosures and conditions as may be determined by the Board and/or as mentioned in the Offer Documents (the Issue or QIP).

RESOLVED FURTHER THAT the relevant date for the purpose of determining the floor price / issue price shall be as prescribed under Chapter VI of SEBI ICDR Regulations (the Relevant Date). Accordingly, the Relevant Date will be the date of the meeting in which the Board or the committee of Directors authorised by the Board decides to open the Issue or as may be permitted under SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares / Securities being offered, issued and allotted to the investors by way of the QIP shall inter alia be subject to the following terms and conditions, apart from others as prescribed under applicable law.

a. The Equity Shares to be issued and allotted pursuant to the QIP shall be listed on the Stock Exchanges, subject to receipt of necessary permissions, approvals etc.

b. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof.

c. Each of the proposed Investors shall be required to bring in 100% of the consideration in cash for the relevant Equity Shares on or before the date of allotment and the consideration shall be paid to the Company from the bank accounts of the respective Investor.

d. The Equity Shares / Securities to be allotted shall not be eligible for sale for a period of one year from the date of allotment, except on recognized stock exchanges or as may be permitted under the SEBI ICDR Regulations.

e. The Equity Shares / Securities shall be allotted in dematerialised form only within the time as prescribed under applicable laws.

f. The allotment to be made pursuant to the Issue shall be subject to the conditions and in accordance with the provisions of the Chapter VI of the SEBI ICDR Regulations.

g. The offer, issue and allotment under the Issue shall be subject to the provisions of the Memorandum and the Articles of Association of the Company.

h. Issue and allotment of the Equity Shares / Securities under the Issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Regulation 176 of Chapter VI of the SEBI ICDR Regulations and the price shall be subject to appropriate adjustments as per the provisions of the applicable laws. The Board may, at its absolute discretion, offer such discount of not more than five percent to the issue price or such other discount or exclusion as may be permitted under applicable law.

i. No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. Qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee.

j. Issue and allotment of the Equity Shares / Securities shall only be made to qualified institutional buyers and no allotment shall be made, either directly or indirectly, to a Promoter, or any person related to the Promoters of the Company.

k. Monitoring agency, as may be appointed by the Board, will monitor the use of the Issue proceeds and submit its report, as per the SEBI ICDR Regulations.

l. The terms, price payable at the time of application, allotment and conversion, tenure, conversion terms, redemption and other conditions for the Convertible Securities shall be decided by the Board and/or as may be mentioned in the Offer Document.

m. The tenure of the Convertible Securities shall not exceed sixty months from the date of allotment or such tenure as may be permitted and determined by the Board.

n. The Convertible Securities will be listed on Stock Exchanges as may be necessary as per the applicable laws or as per the terms.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following.

a. to negotiate, finalize, approve and execute preliminary and final placement documents, agreements, documents, Offer Documents, engagement letters, contracts, lockup letter, power of attorney, undertakings, confirmation, certificates, forms, applications etc to give effect to this resolution, including making applications to the Stock Exchanges for obtaining in-principle, listing and trading approval in relation to the Issue.

b. to finalize, vary, modify or alter any of the terms and conditions of the Issue including objects, investors, issue price, floor price, premium, discount in price, issue opening and closing date etc as may be necessary to meet the compliance or as the Board may think relevant and to give effect any modifications or changes, additions and/or deletions to the Issue, withdraw the Issue, as may be necessary for the interest of the Company or as may be required by any authority or stock exchanges involved in the Issue or as the Board may think necessary.

c. to resolve and settle any matter, question or doubt that may arise or to issue clarification regarding the terms of the Issue, offer, issue and allotment etc as may be necessary and incidental thereto as the Board in its absolute discretion decide.

d. to execute the necessary documents and enter into arrangements, agreements, engagement letters in relation to the appointment of merchant bankers, lead managers, agencies, intermediaries, monitoring agency, credit rating agencies, valuers, bankers, underwriters, guarantors, depositories, custodians, escrow agents, legal counsel, lawyers, professionals, trustees, advisors, registrar and other agencies as may be necessary.

e. to undertake all such actions as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be consequential, relevant or ancillary to the Issue and to give effect to any modification to the foregoing.

f. to file the documents, applications, forms, letters etc with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited, SEBI, Stock Exchanges and/or other authorities, intermediaries or agencies as may be necessary, and to take all such steps as may be necessary for the admission of the Equity Shares / Securities with the depositories, viz NSDL and CDSL and for the credit of the same to the respective demat accounts of the Investors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion to the extent permissible, to any Director, committee, executive, chief financial officer, company secretary, intermediaries, lead manager, merchant banker or authorized signatory to give effect to this resolution,

including execution of any documents on behalf of the Company or the Board and to represent the Company before authorities, regulators, intermediaries, lead managers, Investors and others as may be necessary.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matters referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

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: 6th June 2026

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 Friday, 5th June, 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.

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/I/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 Tuesday, 9th June, 2026
Ends on	5.00 P.M. (IST) on Wednesday, 8th July, 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.

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 Friday, 10th July, 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 Wednesday, 8th July, 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 at 9.00 A.M. (IST) on Tuesday, 9th June, 2026 and ends at 5.00 P.M. (IST) Wednesday, 8th July, 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, 5th June, 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.

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**	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**	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.

Type of shareholders	Login Method
	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 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. 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.
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.

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) • 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. • 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.**

- 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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and/or as per applicable provisions of the SEBI Listing Regulations.

As required by Section 102 of the Companies Act, 2013 (the Act), the SEBI ICDR Regulations and SEBI Listing Regulations, the following Explanatory Statement sets out material facts relating to the business mentioned in the accompanying Notice.

Raising funds by issue of Equity Shares through Qualified Institutions Placement:

The Company has been pursuing opportunities for its growth. This would require additional resources including funds to be available and to be allocated, from time to time. It would be therefore prudent for the Company to have the requisite approvals in place for meeting the fund requirements of the Company towards the growth opportunities in its existing area of business or to leverage synergies. This would also help the Company to take quick and effective action to capitalize on the opportunities.

The Board of Directors at its meeting held on 6th June, 2026 has approved and recommended to the shareholders of the Company to give their consent through special resolution to the Board of Directors or Committee of the Board to raise funds through issuance of shares / securities by way of qualified institutions placement as mentioned in the resolution, to eligible qualified institutional buyers, at a price to be determined in accordance with the SEBI ICDR Regulations or as per applicable rules and regulations, for raising of the funds aggregating up to Rs. 1,000 Crores (Rupees One Thousand Crores).

The issue price, timing and detailed terms and conditions of the Issue shall be finalized by the Board, in consultation with lead manager, advisor and such other authorities and intermediary, as may be required to be consulted & in due considerations of prevailing market conditions and relevant factors and in the interest of the Company.

Object of the Issue:

The Company intends to utilize the net proceeds (proceeds from the Issue after adjustment of expenses related to the Issue, if any), to support the Company's growth strategy as under:

1. Support the growth strategy and fund its strategic projects acquired by the Company; and/ or
2. General Corporate Purpose

In terms of applicable circulars of the BSE Limited, the National Stock Exchange of India Limited in this regard as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), (a) the details for deployment of the net proceeds, as approved by the Board thereof, will be specifically mentioned in the preliminary placement document and (b) the funds to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through such issue. If the size of the Issue exceeds ₹ 100 Crore (Rupees One Hundred Crore only) or such other amount as may be prescribed under applicable law, a monitoring agency registered with the Securities and Exchange Board of India will monitor the use of proceeds and submit its report in the specified format of Schedule XI of the ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized, in accordance with the ICDR Regulations.

In terms of the relevant circular issued by BSE and NSE, the amount specified for the above-mentioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are

based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects and during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose or adjustment inter se of the objects as mentioned above and from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds:

Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments, creditworthy instruments, money market mutual funds, liquid fund, deposits in scheduled commercial banks, securities issued by government of India, or any other investments as permitted under applicable laws.

Maximum number of securities to be issued:

The total amount to be raised, in one or more tranches, by issuance of Equity Shares / Securities through QIPs as mentioned in the resolution would be aggregating up to Rs. 1,000 Crores.

The management is in the process of identifying the quantum and type of securities to be issued and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, post Issue shareholding, shareholding pattern etc are not provided. The proposal, therefore, seeks to confer upon the Board, the discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the investors number and types of securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations / applicable laws.

As and when the Board decides on relevant material information or terms of the Issue / matter referred to in the resolution and explanatory statement, same will be disclosed in placement document / Offer Document or disclosed to the Stock Exchanges or on website of the Company, as may be necessary as per the Act, SEBI ICDR Regulations or SEBI Listing Regulations. Stakeholders may refer to such material information, disclosures and details to the extent relevant or read the same along with the details mentioned herein. Documents referred to in this explanatory statement / resolution including placement documents shall be made available on website of the Company, as may be necessary under applicable laws.

As the pricing of the Issue cannot be decided except at a later stage, it is not possible to state upfront price of the Securities to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. For the issuance of the Securities undertaken by way of qualified institutions placement: (a) the allotment of

the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the ICDR Regulations or other applicable law from time to time; (b) the pricing of the Securities that may be issued to QIBs shall be determined by the Board subject to such price not being less than the floor price calculated in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations, the Act and other applicable law, provided that the Company may offer a discount of not more than 5% (five per cent) on such floor price or such other discount as may be permitted under the ICDR Regulations and other applicable law; (c) the 'relevant date' for the purpose of pricing the Securities shall be: (i) in case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the Issue; and/ or (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board; (d) the Equity Shares of the same class, which are proposed to be allotted through the Issue or pursuant to conversion or exchange of eligible Securities being offered through Issue, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company; (e) no partly paid-up Securities will be issued/allotted; (f) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the ICDR Regulations; (g) no single allottee shall be allotted more than 50% of the total Issue size or such other limits as may be prescribed under applicable law and the minimum number of allottees shall be in accordance with ICDR Regulations and other applicable law; (h) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; (i) the Securities shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the stock exchange(s) or except as may be permitted under the ICDR Regulations and other applicable law from time to time; (j) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting; (k) the tenure of the convertible or exchangeable Securities issued through the Issue shall not exceed such period as permissible under applicable law and (l) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis.

Issue Price:

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations or other applicable laws. In the event of a QIP, pricing shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Board or a Committee thereof may offer a discount of not more than five per cent on the price so calculated in accordance with the SEBI ICDR Regulations or such other permissible limit. As per the current statutory provisions, the price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the Relevant Date.

The Issue may be consummated through single or multiple offer documents, in one or more tranches, at such price, at a discount or premium in such manner as the Board may decide taking into consideration prevailing market conditions, relevant factors and wherever necessary in consultation with the Lead manager and other agencies in accordance with applicable law.

Relevant Date:

As per the SEBI ICDR Regulations, the relevant date shall mean the date of the meeting in which the Board or committee decides to open the proposed QIP.

Class of persons to whom the offer will be made:

The Equity shares / Securities will be offered and allotted to such investors, being QIBs as defined under the SEBI ICDR Regulations, who are eligible to acquire / subscribe to the same in accordance with the applicable laws, rules, regulations and guidelines.

The intent of the promoters, Directors, key managerial personnel or senior management of the issuer to subscribe to the offer

The entire Issue is proposed to be made to the qualified institutional buyers / eligible investors as per the SEBI ICDR Regulations, not belonging to the Promoter and also not belonging to the Promoter Group of the Company, i.e. the entire issue is proposed to be made to the persons in public category.

None of the Directors, Promoters / Promoter Group, Key Managerial Personnel or Senior Management of the Company intend to subscribe to the Issue.

Time frame within which the Issue / allotment shall be completed:

The allotment under the Issue shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act 2013 and/or SEBI ICDR Regulations. Further, after receiving payment of issue price / subscription money, the allotment shall be completed within prescribed timeline.

Change in control:

There will be no change in the composition of the Board, and no change in the control and management of the Company consequent to the proposed Issue.

Other Disclosures:

The Company complies with the requirements of Chapter VI of the SEBI ICDR Regulations regarding the Issue.

As explained hereabove, further terms for the Issue will be determined by the Board in consultation with the advisors or lead managers, as may be necessary considering the prevailing market conditions, in accordance with the applicable law and other relevant factors. Pursuant to applicable provisions including section 62 of the Companies Act 2013, SEBI Listing Regulations and applicable laws, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members unless the members decide otherwise by passing resolution.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares / Securities to the investors, who may or may not be the existing members of the Company. Accordingly, approval of the members of the Company is being sought pursuant to the provisions of the SEBI ICDR Regulations, SEBI Listing Regulations, and applicable provisions of the Act, by way of passing special resolution.

The Board of Directors believe that the proposed Issue is in the best interest of the Company and its Members and, therefore, recommend the resolution set out in the Notice for approval by the Members of the Company as a Special Resolution.

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

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:6th June 2026