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/2026-27/42

31st July, 2026

The Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code – 506879

The Manager – 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 Extra-Ordinary General Meeting (EGM)

Pursuant to Regulation 30 of the SEBI Listing Regulations, we attach herewith a copy of the Notice convening the EGM of the Company dated 22nd July, 2026 scheduled to be held on **Saturday, 22nd August, 2026 at 12:00 Noon** at the Registered office of Themis Medicare Limited situated at 69/A, GIDC Industrial Estate, Vapi-396195, Dist. Valsad, Gujarat, to transact the Ordinary and Special businesses set out in the Notice of EGM.

The said Notice is being circulated to the shareholders on 31st July, 2026 and copy of the notice is available on the website of the Company at www. www.gtbl.in and the website of Central Depository Services Limited at www.evotingindia.com.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Gujarat Themis Biosyn Limited

VINEET GANESH GAWANKAR

Digitally signed by VINEET GANESH GAWANKAR
Date: 2026.07.31 20:58:06 +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. www.gtbl.in secretary@gtbl.in.net

NOTICE TO THE MEMBERS

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Gujarat Themis Biosyn Limited ("Company" or "GTBL") will be held on Saturday, 22nd August, 2026, at 12:00 pm (IST) at the Registered Office of Themis Medicare Limited, at 69/A, GIDC Industrial Estate, Vapi-396195, Dist. Valsad, Gujarat, to transact the following businesses. (1st meeting of FY 2026-27)

1. **Approval of Material Related Party Transactions with Promoter / Promoter group entities.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 23, 62, 185, 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, Regulations 2(1)(zc), 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company's Policy on Related Party Transactions and other applicable statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee constituted or to be constituted by the Board) to enter into one or more contract(s), arrangement(s) or transaction(s), whether by way of one or more transactions, with Pharmaceutical Business Group India Limited, Dr. Sachin Patel and other promoter / promoter group of the Company, (being Related Parties of the Company relating to the transaction including borrowing, obtaining guarantee on such terms and conditions including tenure, interest rate, and other terms as may be mutually agreed between the parties and as set out in the Explanatory Statement annexed to this Notice.

   RESOLVED FURTHER THAT the outstanding amount of the borrowing as may be payable by Company, may be converted into equity shares or applied the same towards application money for allotment of equity shares of the Company, as may be agreed between the parties, at such price and terms as may be further approved by the Board / shareholders and/or as per applicable laws.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine, vary, modify and finalise the commercial terms of such borrowing(s), including the amount to be borrowed from each related party, rate of interest, tenure, repayment schedule, security (if any), prepayment terms, options, and finalize the agreement / transaction documents and all other terms and conditions, and to execute all agreements, documents, writings and other instruments as may be necessary or expedient for giving effect to this Resolution.

   RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Director(s), Chief Financial Officer, Company Secretary or any other officer(s)/authorised representative(s) of the Company to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution.

   RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid transaction(s) and to do all such acts, deeds and things as may be necessary or incidental thereto without requiring any further approval of the Members."

2. Amendment to the Articles of Association of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter Article 13 relating to 'Further Issue of Share Capital' of the Articles of Association of the Company.

RESOLVED FURTHER THAT Clause (c) of Article 13(1) of the Articles of Association be and is hereby amended by deleting the words:

"if the price of such shares is determined by a registered valuer or a valuer approved for this purpose, who shall submit a valuation report in that behalf, subject to such conditions as may be prescribed."

so that Clause (c) of Article 13(1) shall henceforth read as under:

"(c) Any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash."

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer & Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution."

3. Private placement of NCDs and/or Debt securities

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

“**RESOLVED THAT** pursuant to the provisions of section 42, 71 and other applicable provisions of the Companies Act 2013 (the Act), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other Rules made thereunder, SEBI (Issue and Listing of Debt Securities) Regulation 2018, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Foreign Exchange Management Act 1999, RBI Regulations, listing agreements entered into by the Company with stock exchanges (including statutory modifications or re-enactment thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of Gujarat Themis Biosyn Limited (the Company), provisions of the Companies Act 2013 to the extent applicable, other statutes, notifications, circulars, rules and regulations as may be applicable and subject to requisite approvals or permissions and subject to such conditions as may be prescribed while granting any approval or permission as may be agreed to by the Board, the approval and consent of the members of the Company be and is hereby accorded and the Board of the Company is hereby authorized to create, offer, issue and allot secured / unsecured redeemable non-convertible debentures (NCDs) and/or subordinated debenture, bonds, instruments and other debt securities (Debt Securities), provided that outstanding principal amount of Debt Securities shall not exceed Rs. 1500 Crores, in one or more series, tranches, substitute/swap and currencies, on a private placement basis / by way of any other manner, to one or more persons including bodies corporate, banks, financial institutions, mutual funds, other funds, NBFCs, Qualified Institutional Buyers, FIIs, AIFs, agencies, trustees and other eligible persons in India and abroad, upon terms and conditions as the Board may consider proper and determine from time to time, in its discretion, and if necessary to convert or treat any borrowing, advance, facilities, payables etc in to or towards subscription to such NCDs / Debt Securities.

RESOLVED FURTHER THAT the Board of Directors of the Company(in this Resolution and explanatory statement referred to as the "Board" which term includes its committee constituted or to be constituted), be and is hereby authorised to decide the terms and conditions of NCDs / Debt Securities including time of issue, price, interest, redemption, premium, discount, security, listing on stock exchange and all such terms as the Board may in its absolute discretion deem fit, to decide about utilization of issue proceeds, to withdraw or abandon the issue, to appoint lead managers, underwriters, trustees, agents, guarantors, depositories, custodians, escrow banks, bankers, advisors and all such agencies and intermediaries as may be necessary and execute all such arrangements, agreements, offer documents, memorandum, undertakings, representations, documents, trust deed and writings that may be necessary in relation to this resolution, and do all such actions and deeds as may be necessary from time to time including to settle all matters, issues, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the members of the Company 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 / Committee be and is hereby authorized to delegate all or any of the above powers to Committee or any Director, employees, debenture trustee, agents, intermediary and/or any other person, and generally to do all acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By Order of the Board of Directors

Sd/-
Vineet Gawankar
Company Secretary & Compliance Officer

Place: Mumbai
Date: 22nd July 2026

NOTES:

1. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Accordingly, the facility for appointment of proxies by the Members will be available for the EGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.

2. The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Extra Ordinary General Meeting (EGM). Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members are requested to bring their attendance slip to the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. The Company has engaged the services of Central Depository Services Limited (CDSL), to provide e-voting facility for the EGM.

7. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ketan@krsandco.in with a copy marked to cfoassist@themismedicare.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, concerning the Special Business to be transacted at the Meeting, as mentioned in the Notice, is annexed hereto and forms part of this Notice.

9. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company during business hours on all working days (except Saturday, Sunday and National Holidays) from the date hereof, up to the date of the Meeting.

10. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 24th July, 2026, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Investor.helpdesk@in.mpms.mufg.com

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

12. 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's RTA in case the shares are held by them in physical form.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MUFG Intime (India) Private Limited (Formerly known as Link Intime (India) Private Limited, Company's Registrar and Share Transfer Agent / RTA) and complete their Know Your Client ("KYC") formalities as mandated by law. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

14. 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 mention in point no. 18

15. A route map showing direction to reach the venue of the Extra Ordinary General Meeting is given at the end of the Notice as per the requirement of Secretarial Standard- 2 on "General Meeting".

16. The Board of Directors of the Company has appointed Mr. Ketan R. Shirwadkar (FCS: 13938; CP 15386) Proprietor of M/s. KRS AND CO**.,** Practicing Company Secretaries, Thane, as Scrutinizer to scrutinize the remote e-voting and voting through ballot papers process at the EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

17. The Scrutinizer shall within a period of within two working days from the conclusion of the Extra Ordinary General Meeting, submit his report of the votes cast in favour or against, through electronic voting and polling process to the Chairman or to any other person as authorized by the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL. The result shall be simultaneously be communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com

18. All correspondence relating to transmission of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar and Transfer Agent only at their address: MUFG Intime (India) Private Limited (Formerly known as Link Intime (India) Private Limited), C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, Tel: +91 22 49186200; Fax: +91 2224918619 Website: https://in.mpms.mufg.com/ Email: rnt.helpdesk@in.mpms.mufg.com

19. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members through CDSL e-voting system at www.evotingindia.com in respect of the business to be transacted at the EGM.

20. **The Instructions of Shareholders for Remote E-Voting:**

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

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) The voting period begins on Wednesday 19th August 2026 at 9:00 a.m. and ends on Friday, 21st August, 2026 at 5:00 p.m. during this period, Shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 15th August 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.

(iii) 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.

(iv) 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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 evoting 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. 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.

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

a) The shareholders should log on to the e-voting website www.evotingindia.com.
b) Click on “Shareholders” module.
c) Now enter your User ID
   - For CDSL: 16 digits beneficiary ID
   - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

d) Next enter the Image Verification as displayed and Click on Login.
e) 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.
f) 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.

(iv) After entering these details appropriately, click on “SUBMIT” tab.

(v) 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 is to be also 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.

(vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(viii) 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.

(ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(x) 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.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiii) 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 and enter the details as prompted by the system.

(xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xv) **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 and can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (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; cfoassist@themismedicare.com, if they have voted from individual tab and 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** i.e**.** cfoassist@themismedicare.com or rnt.helpdesk@in.mpms.mufg.com

2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

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 22 55 33.

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 no. 1800 22 55 33.

21. The voting right of Shareholders shall be in proportion to their shares in the paid-up equity capital of the Company as on cut-off date

22. The facility for voting through Ballot Paper (Poll) shall be made available at the EGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through Ballot paper.

    The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

23. In terms of Section 72 of the Act read with the applicable rules thereto, every holder of shares in the Company may nominate, in the prescribed manner, a person to whom his / her shares in the Company shall vest, in the event of his / her death. Nomination forms can be obtained from the Registrar and Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

24. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through poll shall also be made available to those members who attends the Extra Ordinary General Meeting and have not already cast their vote by remote e-voting.

EXPLANATORY STATEMENT

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

1. Approval of Material Related Party Transactions with Promoter / Promoter group entities.

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.

The Company is undertaking various capital expenditure projects and business expansion initiatives, including capacity enhancement, investments in subsidiaries, acquisition and working capital augmentation and other corporate purposes. To support these funding requirements, the Company may require financial assistance from time to time.

Dr. Sachin D. Patel, Managing Director and Promoter of the Company, Themis Medicare Limited (“TML”) and Pharmaceutical Business Group India Limited ("PBGIL"), Promoter Group Companies of the Company, are Related Parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Company proposes to borrow loan(s) / extend guarantee / security from PBGIL and/or Dr. Sachin D. Patel and/or TML, depending upon the Company's funding requirements and the availability of funds with the respective lenders, on such commercial terms as may be mutually agreed between the parties. The Company also proposes to raise fund by way of borrowing, debentures and/or other means for the purpose of inter alia finance its subsidiaries in relation to acquisition and other requirement, and for this purpose, the Company may need to request the aforesaid and other promoter / promoter group members as mentioned in the explanatory statement, to extend guarantee / security on their assets (collectively referred to as the Guarantee) to facilitate the borrowing by the Company and/or its subsidiaries, and accordingly propose to avail the Guarantee.

Transaction Documents in relation to the proposed transactions will be made available for inspection to the members of the Company at the registered office.

The proposed borrowing and guarantee will provide the Company with timely financial flexibility and enable it to meet its funding requirements. The borrowing(s) are expected to be undertaken on commercially reasonable terms and shall be in the overall interest and benefit of the Company.

The Audit Committee has reviewed all relevant information, including the necessity of the proposed transaction, commercial terms and compliance with applicable laws, and has approved the proposed Related Party Transaction(s). The Board of Directors has also approved the proposed transaction and recommends the Resolution for approval of the Members, keeping in view the funding requirement of the Company to meet its business requirement and commitment.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution.

Except Dr. Sachin D. Patel, his relatives, Themis Medicare Limited, Pharmaceutical Business Group India Limited, and their respective related parties, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, directorship or managerial position, if any.

The Board recommends the Resolution for approval of the Members.

The necessary disclosures and details as per the SEBI LODR Regulations including Industry Standards and as per applicable provisions of the Companies Act 2013 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	The Company is in process of strategic acquisition and investment opportunities, including acquisition of businesses and/or investments in domestic and overseas entities, in line with its long-term growth strategy. Timely availability of funds is critical to enable the Company to pursue such opportunities and complete the proposed transactions within the stipulated timelines. Accordingly, the Company proposes to borrow funds from PBGIL, TML and/or Dr. Sachin D.

Sr. No.	Particulars of the information	Details
		Patel which would provide immediate financial flexibility and facilitate timely execution of such acquisition and investment opportunities without being solely dependent on external financing. Similarly, as a part of fund-raising plan of the Company, it will also need guarantee from afore mentioned persons / other members of the promoter / promoter group. The proposed transactions shall be on commercially reasonable terms. The interest rate and other commercial terms shall be determined having regard to prevailing borrowing rates, comparable financing arrangements and the Company's credit profile, ensuring that the transactions are fair, reasonable and in the best interest of the Company. The proposed borrowings shall be unsecured unless otherwise mutually agreed between the parties.
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

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

No.	Particulars of the information	Details
1.	Name of the related party	Dr. Sachin D. Patel (Promoter & Managing Director) and/or Pharmaceutical Business Group India Limited (PBGIL) and/or Themis Medicare Limited (TML) Promoter Group Companies. In case needs to meet the funding requirement, the Company may avail borrowing and/or guarantee from any one or more members of promoter / promoter group including from Themis Medicare

No.	Particulars of the information	Details
		Limited (TML), subject to necessary approvals.
2.	Country of incorporation of the related party	Dr. Sachin D. Patel – Not Applicable (Individual); PBGIL – India. TML – India.
3.	Nature of business of the related party	Dr. Sachin D. Patel – Managing Director, Promoter; PBGIL - Promoter Group entity, TML, Promoter Group entity, both companies are in pharma business.
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Dr. Sachin D. Patel is the Managing Director and Promoter of the Company. PBGIL and TML is a Promoter Group Companies of the Company.
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	PBGIL holds 47.02% equity shares of the Company. Dr. Sachin Patel holds 2.29% shareholding in the Company. TML holds 20.90% shareholding in the Company. Total holding of promoter and promoter group in the Company is 70.86%.
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.	PBGIL FY – 2025-26 - NIL FY – 2024-25 - NIL FY – 2023-24 - NIL Dr. Sachin Patel: Remuneration paid as approved by the shareholders FY 2025-26: Rs. 1.56 Crores FY 2024-25: NIL FY 2023-24: NIL TML: FY 2025-26: Rs. 6.00 Crores FY 2024-25: Rs. 1.50 Crores FY 2023-24: Rs. 1.65 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 2026-27 following transactions were undertaken till the date of approval: Remuneration to Dr. Sachin Patel: Rs. 0.3 Crores PBGIL: NIL TML: 12.14 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
10.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	Borrowing up to Rs. 450 Crores Guarantee: up to Rs. 1000 Crores.

No.	Particulars of the information	Details
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.	Borrowing: PBGIL: ~17,510%. TML: 131%. Guarantee: PBGIL: up to ~ 38,911%: TML: 291%.
13.	Value of the proposed transactions as a percentage of the listed entity's annual standalone turnover for the immediately preceding financial year.	Borrowing: 271% Guarantee: 603%
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	PBGIL FY 2024-2025 Rs. 2.57 Crores FY 2023-2024 Rs. 67.42 Crores FY 2022-2023 Rs. 6.27 Crores TML FY 2025-2026 Rs. 342.24 Crores. FY 2024-2025 Rs. 405.51 Crores. FY 2023-2024 Rs. 381.76 Crores. Dr. Sachin Patel: Not applicable.
16.	Standalone net worth of the related party for each of the last three financial years:	PBGIL FY 2024-2025 Rs. 58.03 Crores FY 2023-2024 Rs. 57.76 Crores FY 2022-2023 Rs. 4.75 Crores TML FY 2025-2026 300.94 Crores. FY 2024-2025 320.28 Crores. FY 2023-2024 301.27 Crores. Dr. Sachin Patel: Not applicable
17.	Standalone net profits of the related party for each of the last three financial years:	PBGIL FY 2024-2025 Rs. 0.27 Crores FY 2023-2024 Rs. 53.00 Crores FY 2022-2023 Rs. (2.11 Crores) TML FY 2025-2026 Rs. (14.18) Crores FY 2024-2025 Rs. 23.92 Crores FY 2023-2024 Rs. 24.74 Crores Dr. Sachin Patel: Not applicable
18.	Specific type of the proposed transaction (e.g.	The Company availing borrowing / financial

No.	Particulars of the information	Details
	sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	assistance. The Company availing the Guarantee for Borrowing to be availed from other lenders.
19.	Details of each type of the proposed transaction	Borrowing: The Company proposes to borrow from anyone or more members of promoter / promoter group including PBGIL, Dr. Sachin Patel and TML up to Rs. 450 Crores. Tenure up to 5 years or as may be agreed. Rate of interest: not more than rate the financial institution generally charge for similar borrowing or as may agree as per market standard or as approved by the Audit Committee. The borrowings shall be utilised for funding strategic acquisitions, investments in subsidiaries by way of equity / debts, related transaction costs, working capital requirement and/or any other business purpose. The amount, tenure, interest rate, repayment schedule and other commercial terms shall be mutually agreed from time to time or as mentioned in the agreement in this respect. Guarantee: The Company proposes to avail the Guarantee for the borrowing by the Company and/or its subsidiary up to Rs. 1000 crores. There will not be any commission or charge for providing the Guarantee, unless otherwise agreed, as per applicable laws.
20.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Up to five years or as may be agreed or necessary.
21.	Whether omnibus approval is being sought	No
22.	Value of the proposed transaction during a financial year.	Borrowing: up to Rs. 450 Crores. Guarantee: up to Rs. 1000 Crores (if necessary, part of the amount will be used in next financial years)
23.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company is in process of strategic acquisition and investment opportunities, including acquisition of businesses and investments in domestic and overseas entities. The proposed borrowings will ensure timely availability of funds for such acquisitions and related transaction costs and to meet the term of external financing. To meet the growth opportunity, the Company is planning for borrowing from external lenders and promoters and promoter group and for this purpose the Company will also need the Guarantee. The proposed transaction is in interest of the Company keeping in view the promoter and promoter group extending the financial assistance and Guarantee at reasonable and competitive terms.

No.	Particulars of the information	Details
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. Sachin D. Patel – Managing Director and Promoter of the Company and also Director in PBGIL and TML. Mrs. Jayshree Patel – Promoter, Relative of Directors is Director in Pharmaceutical Business Group India Shareholding in the related party is as under: Dr. Sachin Patel – NIL Mrs. Jayshree Patel - NIL Promoters / promoters group are common for the Company and TML.
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.	It is intended to convert that the said borrowing as may be outstanding in future into equity shares of the Company or amount due for repayment may be consider as subscription money towards subscription money of equity shares as may be offered by the Company in future, subject to necessary approval or as may be necessary.
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter b. Whether it will create a legally binding obligation on listed entity?	Not relevant, since the Company is not giving any guarantee.
2.	Material covenants of the proposed transaction including i. commission, if any to be received by the listed entity or its subsidiary; ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not relevant, since the Company is not giving any guarantee.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Not Applicable. The listed entity is not providing the guarantee

No.	Particulars of the information	Details
	Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction.	The borrowings shall be governed by the terms and conditions mutually agreed between the Company and the respective lender(s).
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate shall be mutually agreed between the Company and the respective lender(s), having regard to prevailing borrowing rates in relation to lending by financial institutions.
3.	Cost of borrowing	The cost of borrowing shall comprise the agreed rate of interest together with applicable taxes, duties, stamp duty, documentation charges and other incidental costs, if any, associated with the borrowing.
4.	Maturity / Due date	The tenure and maturity of each borrowing shall be mutually agreed between the Company and the respective lender(s) at the time of availing the loan.
5.	Repayment schedule & terms	The principal amount together with interest shall be repayable in accordance with the repayment schedule agreed between the Company and the respective lender(s), with provision for prepayment, if mutually agreed.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The borrowings shall be utilised for funding strategic acquisitions, investments in subsidiaries, repayment of debts, payment of acquisition consideration, meeting transaction-related expenses and other incidental costs associated with such acquisition(s), in accordance with applicable laws and approvals.
C(3) - Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Applicable. The Company is not providing guarantee.

No.	Particulars of the information	Details
2.	Details of solvency status and going concern status of the related party during the last three financial years: 2025-26 2024-25 2023-24	Not Applicable. The Company is not providing guarantee. y.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable. The Company is not providing guarantee.
4.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person. **In addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable. The Company is not providing guarantee.
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	

No.	Particulars of the information	Details
	a. Before transaction b. After transaction	(a) 0.64 (b) It depends on amount of borrowing as may be finalized or agreed.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	 a. 15.83 b. Depending on amount to be borrowed.

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.

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.

2. Amendment to the Articles of Association of the Company

Article 13(1)(c) of the Articles of Association of the Company presently provides that where further shares are issued to any persons, whether or not such persons include those referred to in clauses (a) or (b), either for cash or for consideration other than cash, the price of such shares shall be determined by a registered valuer or a valuer approved for the purpose, who shall submit a valuation report.

The aforesaid provision was incorporated based on the statutory framework prevailing at the relevant time. However, the legal framework governing further issue of securities by a listed company has since evolved. Presently, issuance of securities by listed companies is governed by the provisions of the Companies Act, 2013, the Rules made thereunder, and the applicable regulations framed by the Securities and Exchange Board of India, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Companies Act, 2013 and the applicable SEBI Regulations prescribe specific circumstances in which a valuation report or valuation by a registered valuer is required. In several transactions undertaken by listed companies, including those where the pricing mechanism is prescribed under the applicable SEBI Regulations, obtaining a separate valuation report may not be mandatory.

Accordingly, retaining an unconditional requirement in the Articles of Association to obtain a valuation report in every case of issue of shares may result in the Articles imposing a requirement beyond what is mandated under the applicable statutory framework and may unnecessarily restrict the Company even where the Companies Act, 2013 or the applicable SEBI Regulations do not require such valuation.

The proposed amendment seeks to align the Articles of Association with the prevailing legal framework by removing the mandatory reference to valuation from Article 13(1)(c). The proposed amendment does not dispense with any valuation requirement prescribed under applicable law. Wherever valuation is required under the Companies Act, 2013, the Rules made thereunder, the SEBI Regulations or any other applicable law, the Company shall continue to comply with such requirements.

A copy of the existing Articles of Association together with the proposed amended Articles of Association is available for inspection at the registered office of the Company.

The Board is of the opinion that the proposed amendment is in the best interests of the Company and recommends the Special Resolution set out in the Notice for approval by the Members.

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

3. Private placement of NCDs and/or Debt securities

As per section 42 of the Companies Act 2013 (the Act) and Rules thereunder, a company offering or making an invitation to subscribe to secured/ unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the approval of the Members by way of a special resolution. It shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year.

Issue of NCDs / Debt Securities on private placement basis could be a competitive source of borrowing for the Company. Keeping in view the possible fund requirements of the business vis-à-vis advantages of a diversified debt portfolio and competitive debt instruments, an enabling approval of the members of the Company is being sought by way of special resolution under section 42 and applicable provisions of the Act, Rules made thereunder, other applicable law, on the terms and for amount as set out in the Resolution, to enable the Board to make a private placement of NCDs/ and also enable for issue of Debt Securities in debt market whenever considered expedient in the interests of the Company. Terms including pricing, interest etc will be determined at the time of issue keeping in view the prevalent market conditions and in the best interests of the Company. The NCDs / Debt Securities may be listed on one or more stock exchanges, as per applicable statutory provisions.

This resolution is being approved as per the extant statutory provisions as referred in the Resolution and explanatory statement. However, in case of any amendment or clarification liberalizing the provisions or requirements, the resolution should be read and effected in that context as may be beneficial to the Company or as Board may decide, without further approval or modification.

For further financial and other business detail including borrowings, investments, financial statements and details of the Company may be referred which is available on website of the Company.

The Directors of the Company accordingly recommend the special resolution as set out in the accompanying Notice for members approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporates/person which may invest in NCDs / Debt securities.

By Order of the Board of Directors

Sd/-
Vineet Gawankar
Company Secretary & Compliance Officer

Place: Mumbai
Date: 22nd July 2026

GUJARAT THEMIS BIOSYN LTD.
CIN: **L24230GJ1981PLC004878**
Regd. Office: 69/C, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat, India.
www.gtbl.in; secretary@gtbl.in.net

Attendance Slip for Extraordinary General Meeting

Name of Shareholder:
Reg. Folio No. / Client ID No.:
No. of Shares held:

I hereby record my presence at the Extraordinary General Meeting ("EGM") of the Members of Gujarat Themis Biosyn Limited ("Company" or "GTBL") will be held on Saturday, 22nd August, 2026, at 12:00 pm (IST) at the Registered Office of Themis Medicare Limited**,** at 69/A, GIDC Industrial Estate, Vapi - 396195, Dist. Valsad, Gujarat.

First / Sole holder / Proxy **Second holder / Proxy** **Third holder / Proxy**

Note:

1. Please fill this Attendance Slip and hand it over at the meeting hall.
2. Shareholder / Proxy Holder / Authorised Representatives are requested to show their Photo ID proof for attending the meeting. Joint Shareholders may obtain additional attendance slip on request.
3. Authorised Representatives of Corporate members shall produce proper authorisation issued in their favour.
4. This Attendance Slip is valid only in case shares are held as on the cut-off date.

ROAD MAP TO THE EGM VENUE

Venue: Themis Medicare Limited, at 69/A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat.