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/2026-27/56 04th September 2026

To,

Listing Department	Department of Corporate Services
National Stock Exchange of India Limited	**BSE Limited**
Exchange Plaza, C-1, Block-G	Phiroze Jeejeebhoy Towers, Dalal Street
Bandra Kurla Complex	Mumbai 400001
Bandra East, Mumbai 400051	
Symbol: GUJTHEM	Scrip Code: 506879

Dear Sir/Madam,

Sub:- Notice of 45th Annual General Meeting (AGM) of the Company for the Financial Year ended 31st March, 2026.

Ref: Regulation 30 (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)

Pursuant to Regulation 30 the SEBI Listing Regulations, we attach herewith a copy of the Notice convening the 45th AGM to be held on Wednesday, 30th September, 2026 at 12:30 P.M. at 69/A, GIDC Industrial Estate, Vapi - 396195, Dist. Valsad, Gujarat, to transact the Ordinary and Special Businesses set out in the Notice of AGM.

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: 2026.09.04 21:08:46 +05'30'

Vineet Gawankar
Company Secretary & Compliance Officer

Gujarat Themis Biosyn Limited

Regd. Off.: 69/C Gidc Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat, India
Tel: 0260-2430027 / 2400639, Hrm@Gtbl.In.Net CIN: L24230GJ1981PLC004878

AGM NOTICE

NOTICE is hereby given that the **Forty Fifth (45th) Annual General Meeting** (the "AGM" or the "Meeting") of the Members of **Gujarat Themis Biosyn Limited** (the "Company") will be held on, **Wednesday, 30th September, 2026** at **12:30 pm** at 69/A, GIDC Industrial Estate, Vapi-396195, Dist. Valsad, Gujarat, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Dr. Dinesh S. Patel (DIN: 00033273) who retires by rotation and being eligible, offers himself for re-appointment.

3. To declare dividend on equity shares for the financial year ended 31st March, 2026.

SPECIAL BUSINESS

4. Ratification of Remuneration of Cost Auditor for the financial year 2026-27:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution.**

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) remuneration of Rs. 50,000 (Rupees Fifty Thousand only) per annum, plus applicable taxes and reimbursement of out of pocket expenses (at actuals), as recommended by the Audit Committee and approved by the Board of Directors of the Company, payable to M/s. Raja Dutta & Co., Cost Accountants, Vapi (Firm Registration No. 101555) for conducting the audit of the cost accounting records maintained by the Company in respect of its fermentation-based pharmaceutical intermediates and API manufacturing activities for the financial year ending 31st March, 2027 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution."

5. Payment of Commission to Dr. Dinesh S. Patel (DIN: 00033273) Non-Executive Chairman

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended, the Articles of Association of the Company, the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees and based on performance evaluation and the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings held on 25th May, 2026, read with the Explanatory Statement relating hereto, approval of the Members be and is hereby accorded for payment of commission of Rs. 42,00,000(Rupees Forty Two Lakhs only) to Dr. Dinesh S. Patel (DIN: 00033273), Non-Executive Chairman of the Company.

RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary of the Company be and is hereby severally authorized to take necessary steps to do all such acts, deeds, matters and things for and on behalf of the Company as may be necessary to give effect to this resolution."

6. Payment of Commission to Dr. Sachin D. Patel (DIN: 00033353)

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Articles of Association of the Company, the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees and based on performance evaluation and the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings held on 25th May, 2026, read with the Explanatory Statement relating hereto, approval of the Members be and is hereby accorded for payment of commission of Rs. 65,00,000 (Rupees Sixty Five lakhs only) to Dr. Sachin D. Patel (DIN: 00033353).

RESOLVED FURTHER THAT any one of the Directors of the Company and/ or Company Secretary be and is hereby severally authorised to take necessary steps to do all such acts, deeds, matters and things for and on behalf of the Company as may be necessary to give effect to this resolution."

7. Approval to avail loan and guarantee from Promoters / Promoters Group to finance acquisition / growth opportunities.

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and Regulation 23 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 Company for availing loan / financial assistance from the Promoters / Promoter Group and to avail guarantee from the Promoters / promoters group for the borrowing to be availed by the Company / its subsidiaries from external lenders, *inter alia* to finance the growth opportunity and/or acquisition in India / outside India, from time to time, and for this purpose to enter into one or more arrangement or transactions, with Pharmaceutical Business Group India Limited, Dr. Sachin Patel and other promoter / promoter group of the Company, on such terms and conditions including tenure, interest rate, and other terms as may be mutually agreed between the parties which is in interest of the Company, and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including Committee thereof) 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, tenure, repayment schedule, security (if any), prepayment terms, 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."

8. Raising funds by issue of Equity Shares through Preferential Issue

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 23, 42, 62 and other applicable provisions of the Companies Act 2013 (the Act) and the Rules made thereunder, 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 Gujarat Themis Biosyn Limited (the Company or GTBL) having face value of Rs. 1 each 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 approvals as may be necessary, and subject to such conditions as may be prescribed while granting such approvals, 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 committee thereof constituted / to be constituted by the Board), the approval of the Members of the Company be and is hereby accorded, and the Board be and is hereby authorised, to create, offer, issue and allot; up to 82,10,786 equity shares of face value of Rs. 1 each of the Company fully paid-up (the Equity Shares), at a price of Rs. 408 per equity share (the Issue Price), aggregating up to Rs. 335,00,00,688/- to the following proposed allottees (the Investors or Proposed Allottees), by way of a preferential issue on a private placement basis (the Preferential Issue or Private Placement or Issue), in such a manner and further conditions as may be determined by the Board and stipulated in the Explanatory Statement annexure hereto or mentioned in private place offer letter.

No.	Name of the Investor or Proposed Allottee	No. of Equity shares to be allotted	Total amount to be paid, (In Rs)	Category
1	Pharmaceutical Business Group (India) Limited	61,27,453	250,00,00,824	Promoter Group
2	Yusuf Khwaja Hamied	2,45,100	10,00,00,800	Public
3	Special Situation India Fund	4,59,558	18,74,99,664	Public
4	India Special Assets Fund III	6,83,823	27,89,99,784	Public
5	ISAF III Onshore Fund	6,94,852	28,34,99,616	Public

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for the purpose of determination of the floor price for the issue and allotment of the Equity Shares is Monday, August 31, 2026, being the date, which is 30 days prior to the date of passing of this resolution (the Relevant Date).

RESOLVED FURTHER THAT the Preferential Issue shall be on following material terms including as mentioned in explanatory statement or as may be determined by the Board of the Company, from time to time in interest of the Company or as mentioned in the private placement offer letter or as may be permitted or required under SEBI Regulation, the Act and/or applicable law.

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed on the Stock Exchanges, subject to receipt of necessary approvals.

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) and be subject to the requirements of all applicable law.

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

d) The pre-preferential allotment shareholding of the Investors, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations or as may be required by the Stock Exchanges.

e) Each of the proposed Investors shall be required to bring in 100% of the Issue Price in cash for the relevant Equity Shares on or before the date of allotment. If any proposed allottee provides financial assistance to the Company by way of a cash loan, the outstanding principal amount due for repayment at the time of applying for subscription of Shares may be adjusted towards the consideration or treated as share application money for the allotment of Shares under the Issue, at option of such allottee.

f) Other terms and conditions of the Equity Shares to be allotted are as mentioned in the Explanatory Statement and as may be mentioned in private placement offer letter.

RESOLVED FURTHER THAT the approval of the Members of the Company, be and is hereby accorded to issue to the Investors, a private placement offer letter in Form PAS 4 pursuant to Section 42 / applicable provisions of the Act and

Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules 2014, to subscribe to the Equity Shares by way of the Preferential Issue.

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

a) To negotiate, finalize, approve and execute private placement offer letter, application, agreements, documents, forms, applications, engagement, letter, contracts, power of attorney, undertakings, confirmation, certificates etc to give effect to this resolutions, including making applications to the Stock Exchanges for obtaining in-principle, listing and trading approval in relation to the Issue.

b) To finalize, vary or alter any of the terms and condition of the Issue including objects, relevant date, price, floor price, premium, 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, 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 relevant.

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

d) To execute the necessary documents and enter into arrangements, agreements, engagement, documents in relation to the appointment of lead managers, agencies, intermediaries, monitoring agency, credit rating agencies, valuers, bankers, underwriters, guarantors, depositories, custodians, escrow agents, legal counsel, 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 the Issue and 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 documents, applications, forms, letters, undertakings 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 with the depositories, viz NSDL and CDSL and for the credit of the same to the respective demat accounts of the Investors.

g) To offer, issue and allot the Equity Shares under the Preferential Issue that may remain unsubscribed for any reason whatsoever, to any one or more persons, as may be in interest of the Company, as may permitted under applicable law.

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, 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, deeds and decisions taken by the Board and/or key managerial personnel in relation to any matters referred or contemplated in these resolutions be and are hereby approved, ratified and confirmed in all respect.

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

Vineet Gawankar
Company Secretary & Compliance Officer

Date: September 2, 2026
Place: Mumbai

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 (this Statement) sets out material facts and terms relating to the business mentioned in the accompanying Notice.

Item No. 4: Ratification of Remuneration of Cost Auditor for the financial year 2026-27

In pursuance of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost accounting records maintained by the Company in respect of its fermentation-based pharmaceutical intermediates and API manufacturing activities of the Company which is to be ratified by the members.

On the recommendation of the Audit Committee at its meeting held on 25th May, 2026, the Board has considered and approved the appointment of M/s. Raja Dutta & Co., Cost Accountants, Vapi (Firm Registration No. 101555) as the Cost Auditor for the financial year 2026-27 at a remuneration of Rs. 50,000 (Rupees Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out of pocket expenses, if any, in connection with the Cost Audit of the Company. The said remuneration needs to be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board recommend the above Ordinary Resolution for passing by the Members.

Item No. 5: Payment of Commission to Dr. Dinesh S. Patel (DIN: 00033273) Non-Executive Chairman

Dr. Dinesh S. Patel (DIN: 00033273) is the Promoter, Non-Executive Director and Chairman of the Company. He guides the Management on the Company's long-term goals and also engages with the Board for improving the effectiveness of the Board's functioning. Dr. Dinesh S. Patel (DIN: 00033273) has made and is continuing to make valuable contribution to the growth and profitability of the Company for the last four decades.

Further, Dr. Dinesh S. Patel is a technocrat with a wealth of experience in the drugs and pharmaceuticals sector and his immense contribution has benefited the Company to a great extent. Based on the recommendation of the Nomination & Remuneration Committee (the "Committee"), the Board has decided that the Company shall also pay commission for the financial year ended 31st March, 2026 to Dr. Dinesh S. Patel, Non-Executive Chairman subject to the approval of the shareholders. In the opinion of the Committee, he has the desired qualifications, expertise and experience and it was considered desirable that the Company remunerates him in recognition of his past and continued contribution towards the Company.

The proposed commission of the Chairman is after consideration of his contribution at the meetings of the Board of Directors and its Committees as well as time spent on operational & strategic matters other than at the meetings.

The Board of Directors on recommendation of the Nomination & Remuneration Committee approved the payment of commission of Rs. 42,00,000 (Rupees Forty Two Lakhs only) to the Chairman of the Company and further recommends the same for the approval of the Members.

Dr. Dinesh S. Patel in his individual capacity holds 10 shares in the Company.

Except Dr. Dinesh S. Patel, Dr. Sachin D. Patel and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the above proposal by way of Special Resolution.

Item No. 6: Payment of Commission to Dr. Sachin D. Patel (DIN: 00033353)

Dr. Sachin D. Patel (DIN: 00033353) is the Promoter, Managing Director of the Company. He guides the Management on the Company's long-term goals and also engages with the Board for improving the effectiveness of the Board's functioning. Dr. Sachin D. Patel (DIN: 00033353) has made and is continuing to make valuable contribution to the growth and profitability of the Company for the last two decades.

Further, Dr. Sachin D. Patel is a technocrat with a wealth of experience in the drugs and pharmaceuticals sector and his immense contribution has benefited the Company to a great extent. Based on the recommendation of the Nomination & Remuneration Committee, (the "Committee") the Board has decided that the Company shall also pay commission for the financial year ended 31st March, 2026 to Dr. Sachin D. Patel, Managing Director subject to the approval of the shareholders. In the opinion of the Committee, he has the desired qualifications, expertise and experience and it was considered desirable that the Company remunerates him in recognition of his past and continued contribution towards the Company.

The proposed commission is after consideration of his contribution at the meetings of the Board of Directors and its Committees as well as time spent on operational & strategic matters other than at the meetings.

The Board of Directors on recommendation of the Committee approved the commission of Rs. 65,00,000 (Rupees Sixty Five Lakhs only) to the Dr. Sachin D. Patel, Managing Director of the Company and hereby further recommends the same for the approval of the Members.

Dr. Sachin D. Patel in his individual capacity holds 10 shares in the Company.

Except Dr. Sachin D. Patel, Dr. Dinesh S. Patel and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the above proposal by way of Special Resolution.

Item No. 7: Approval to avail loan and guarantee from Promoters / Promoters Group to finance acquisition / growth opportunity.

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 at next level of growth and may acquire companies / assets directly and/or through its subsidiaries in India and overseas, 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 the growth opportunities and funding requirements, the Company may require financial assistance from time to time.

Dr. Sachin D. Patel, Managing Director and Promoter of the Company, Pharmaceutical Business Group India Limited (PBGIL), and Themis Medicare Limited (TML) and Promoter Group Companies of the Company, are Related Parties.

The Company proposes to borrow loans, financial assistance and/or avail guarantee / security from Dr. Sachin Patel, PBGIL, TML and/or other promoter group members, depending upon the Company's funding requirements on such terms as may be mutually agreed between the parties which in interest of the Company. The Company / its wholly owned subsidiaries 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 for amount as mentioned in this explanatory statement from each, and same can be inter changed or to aggregate of loan and guarantee for each party, to meet the requirement of the Company from time to time or as may be in interest of the Company.

Transaction Documents in relation to the proposed transactions will be made available for inspection to the members of the Company at the registered office, who would like to inspect the same at any time.

The proposed borrowing and guarantee will provide the Company with timely financial flexibility and enable it to meet its funding requirements. The borrowing is expected to be undertaken on commercially reasonable terms and shall be in interest and benefit to the Company, including rate of interest which will be not more than market rate.

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, Dr. Sachin Patel, TML and/or other promoter / promoter group members 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.

Sr. No.	Particulars of the information	Details
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 of borrowing and/or guarantee from any one or more members of promoter / promoter group.
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 38.97% equity shares of the Company. Dr. Sachin Patel holds 1.92% shareholding in the Company. TML holds 17.50% shareholding in the Company. Total holding of promoter and promoter group in the Company is 59.33%.
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

No.	Particulars of the information	Details
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 (from each party individually).	Borrowing up to Rs. 450 Crores Guarantee: up to Rs. 1000 Crores. (Can be inter changed as per requirement, eg loan and guarantee up to Rs. 1450 crores)
11.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
12.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	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.

No.	Particulars of the information	Details
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 Rs. 300.94 Crores. FY 2024-2025 Rs. 320.28 Crores. FY 2023-2024 Rs. 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. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The Company availing borrowing / financial assistance. The Company / its subsidiaries 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 amount as mentioned below from each party. Tenure up to 5 years or as may be agreed. Rate of interest: not more than market rate 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 amount from each party. There will not be any commission or charge for providing the Guarantee, unless otherwise approved by the Audit Committee, as per applicable laws. Above referred borrowing up to Rs. 450 crores and/or guarantee up to Rs. 1000 crores, in aggregate of loan and guarantee up to Rs. 1450 Crores from each party.

No.	Particulars of the information	Details
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, the amount may be for 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.
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.

No.	Particulars of the information	Details
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. 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 listed entity is not providing the guarantee
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.

No.	Particulars of the information	Details
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.
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.
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.

No.	Particulars of the information	Details
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 Before transaction After transaction	0.64 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.

The limit and approval under this resolution is in addition to the resolution and limit already approved by the Shareholders on August 22, 2026 relating to loan, guarantee etc to be availed by the Company from Promoters and Promoters group.

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.

Item No. 8: Raising funds by issue of Equity Shares through Preferential Issue

1 About the Issue

The Board, at its meeting held on September 1, 2026, has subject to the approval of the Members and such other approvals as may be required, approved raising of funds up to Rs. 335,00,00,688/- by way of preferential issue on a private placement basis in a manner as mentioned in the resolution and this Statement.

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 and acquisition as mentioned in the object clause.

In accordance with Sections 23, 42 and 62(1)(c) and applicable provisions of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations, the SEBI Listing Regulations, approval of the Members of the Company by way of special resolution is required to issue shares or securities or convertible securities by way of a preferential issue on a private placement basis.

Following are the salient features and material terms of the Preferential Issue, including disclosures as per Chapter V of the SEBI ICDR Regulations, SEBI Listing Regulations, provisions of the Act and/or as per applicable laws.

2 Objects of the Issue and timeline

The Company intends to utilize the proceeds raised through the present Preferential Issue (the Issue Proceeds or Funds) towards the following objects and within the timeline.

Sr. No.	Objects for which fund to utilize	Amount to be utilised, Rs.	Timelines for utilization of Proceeds
1	Repayment / prepayment of the outstanding borrowing and interest thereon (including redemption of debentures) being availed by the Company and/or its subsidiary, to finance the consideration and cost for acquisition of 100% equity stake in MicroBiopharm Japan Co., Ltd. (including by way of investment in the Company's subsidiary in Japan in form of equity contribution, shares, debt or other means)	310,00,00,688	12 months
2	General Corporate Purposes (not exceed 25%)*	25,00,00,000	12 months
	Total	**335,00,00,688**	

The Company has agreed for acquiring hundred percent equity stake in MicroBiopharm Japan Co., Ltd. (MBJ) for consideration of approx Rs. 1300 Crores, through its wholly owned and 100% subsidiary in Japan, Themis Biosyn Japan Limited (TBJ).

To finance the said acquisition and keeping in view the timeline being agreed, the Company / TBJ may borrow certain amount by way of loan / Debentures / Debt Securities (Bridge Loan). In case of Bridge Loan is obtained from lenders, the Issue Proceeds will be used for repayment of the Bridge Loan. If the Company avails financial assistance or Bridge Loan from the proposed allottee (promoter group), the outstanding amount at the time of application, will be adjusted toward the share consideration or treated as share application money for allotment of the Shares under the Issue, as may be opted by the allottee and the Company. In either of the case, the Company's ultimate and underlying objective is to finance the acquisition of equity stake in MBJ, whether directly or repayment of Bridge Loan to be used for the said acquisition.

The Company is intending to finance the above acquisition by using the proceed of this Issue as explained above, and remaining by other means including use of proceeds raised via issue equity shares under qualified institutional placement (QIP).

Timeline given above for utilization of the Issue Proceeds shall be considered from the date of allotment Equity Shares. Proposed allottee Pharmaceutical Business Group (India) Limited may pledge its Shares to be allotted under the Issue to provide security in relation to the borrowing, if necessary.

*General Corporate Purpose includes, *inter alia*, meeting ongoing general corporate exigencies and contingencies, all expenses and payable of the Company, working capital requirement and other expenses or obligation of the Company, expenses related to the Issue, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes including towards the above mentioned objects as may be permissible under applicable laws. To the extent amount not used for the general corporate purpose, same shall be used for other objects as mentioned above.

In terms of the NSE Circular dated December 13, 2022 and the BSE dated December 13, 2022, the amount specified for the aforementioned 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 and from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

The above-mentioned utilisation of the Issue Proceeds is with assumption of full subscription towards the Preferential Issue. In case under subscription, ineligibility etc, utilization will be adjusted or reduced against such object as may be appropriate or as may be decided by the management.

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.

3 Monitoring of utilization of funds

The Company will appoint monitoring agency, as may be necessary, depend upon the final issue size or as per the SEBI ICDR Regulations, to monitor the use of the Issue Proceeds and submit its report from time to time.

4 Relevant Date

The Relevant Date as per Chapter V of the SEBI ICDR Regulations, for the purpose of determining the floor price or issue price for the Equity Shares, is as mentioned in the Resolution, being the 30 days prior to the date of passing of this resolution.

5 Basis or justification for the price (including the premium, if any)

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Equity Shares are frequently traded in terms of the SEBI ICDR Regulations.

The floor price for the Equity Shares is Rs. 407.86, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following.

a) 90 trading days volume weighted average price of the equity shares of the Company preceding the Relevant Date, ie Rs. 385.18 per equity share.

b) 10 trading days volume weighted average price of the equity shares of the Company preceding the Relevant Date, ie Rs. 407.86 per equity share.

The Issue Price cannot be less than the floor price as mentioned above. The Board has approved the issue price of Rs. 408/- per Equity Share (including premium of Rs. 407 per share), being not less than the floor price computed in accordance with Chapter V / applicable provisions of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than ninety trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and (h) or applicable provisions of the SEBI ICDR Regulations.

6 The amount which the Company intends to raise by way of such securities

Up to Rs. 335,00,00,688/- through the issue of fully paid-up Equity Shares of the Company.

7 The class or classes of person to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to one proposed allottee which belong to the promoter group, and other persons not belonging to the promoter and not belonging to the promoter group of the Company, as indicated in this explanatory statement.

8 The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as the price.

The Company has not made any preferential allotment of shares during the financial year 2025-26. During the year, on 28.08.2026, the Company made allotment of 2,11,86,440 equity shares to twenty persons, at issue price of Rs. 354 per share by way qualified institutional placement.

9 Maximum number of securities to be issued (particulars of the offer), including date of passing of Board resolution

The Board, at its meeting held on September 1, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved and recommended for raising funds up to Rs. 335,00,00,688/- in the following manner by way of the Preferential Issue.

Issuance of up to 82,10,786 fully paid-up equity shares of the Company of face value of Rs. 1 each, at an Issue Price including securities premium, as mentioned in the Resolution and this Statement.

10 Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer

The promoter and the promoter group intend to subscribe to Equity Shares as mentioned in the resolution and the Statement.

None of the other Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe to the Equity Shares, pursuant to this Preferential Issue.

11 Shareholding pattern of the issuer before and after preferential issue

The shareholding pattern of the Company before and after the Preferential Issue is as follows.

Sr. No.	Category of Shareholder(s)	Pre Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	37,26,796	2.86	37,26,796	2.69
b)	Bodies Corporate	7,34,91,287	56.47	7,96,18,740	57.54
c)	Others	0	0.00	0	0.00
	Sub Total (A)(1)	7,72,18,083	59.33	8,33,45,536	60.24
2	Foreign	0	0.00	0	0.00
	Sub Total (A)(2)	0	0.00	0	0.00
	Total Promoters & Promoter Group Holding (A)	7,72,18,083	59.33	8,33,45,536	60.24
B	Non-Promoters Holding				
1	Institutional Investors	2,43,66,325	18.72	2,62,04,558	18.94
	Sub-Total (B)(1)	2,43,66,325	18.72	2,62,04,558	18.94
2	Non-Institutions				
a)	Private corporate bodies	35,82,331	2.75	35,82,331	2.59
b)	Directors and relatives	1,69,770	0.13	1,69,770	0.12
c)	Indian public	2,13,82,088	16.43	2,13,82,088	15.45
d)	others (including NRIs)	13,42,597	1.03	15,87,697	1.15
e)	Foreign company / bank	0	0.00	0	0.00
f)	Govt/Central Govt Company	750	0.00	750	0.00
g)	Other (clearing members, HUF, Trust, IEPF etc)	20,89,761	1.61	20,89,761	1.51
	Sub-Total (B)(2)	2,85,67,297	21.95	2,88,12,397	20.82
	Total Public Shareholding (B)	5,29,33,622	40.67	5,50,16,955	39.76
	Total (A)+(B)	13,01,51,705	100.00	13,83,62,491	100.00

The above equity shareholding is based on data as on 01.09.2026.

The above-mentioned post issue holding is tentative and may vary considering the equity shares applied, allotted and/or other relevant factors.

12 Time frame within which the Proposed preferential issue shall be completed

In accordance with applicable provisions of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approvals or permissions from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations / applicable law.

13 Principal term of assets charged as securities: Not applicable.

14 Material terms of raising such securities

Other material terms for the Preferential Issue to be issued and allotted the Proposed Allottees are set out here below.

Material Terms for the Equity Shares are **set out below.**

The Equity Shares to be 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, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

The holders of equity shares shall make the relevant disclosures required under applicable law, including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in relation to the equity shares as may be allotted.

The Board may determine or vary the Issue price, not less than the price arrived in accordance with the provision of chapter V of the SEBI ICDR Regulations and applicable law, to comply the relevant statutory provisions or as may be circumstances warrant or necessary in interest of the Company.

15 Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s), wherever applicable

No.	Name of the proposed Investor	Name of the Ultimate Beneficial Owner
1	Pharmaceutical Business Group (India) Limited	Dinesh Shantilal Patel, Jayshree Dinesh Patel, and Sachin Dinesh Patel
2	Yusuf Khwaja Hamied	N.A.
3	Special Situation India Fund (SSIF)	SSIF is a scheme of Special Situation India Trust which is registered with SEBI as a Category II alternative investment fund (AIF) under SEBI (AIF) Regulations, 2012 with registration number IN/AIF2/24-25/1746. None of the investor holds more than 10% Beneficial interest in SSIF. SSIF is one of the schemes for which EAAA India Alternatives Limited (EIAL) acts as the investment manager. EIAL CIN: U67190MH2008PLC182205. The Board of Directors of Investment Manager are as under. Sunil Nawal Phatarphekar (DIN 00005164). Balagopal Chandrasekhar (DIN 00430938) Sunil Kakar (DIN 03055561) Sampa Bhasin (DIN 10808159) Neeta Mukerji (DIN 00056010) Ananya Suneja (DIN 07297081) Rashesh C. Shah (DIN 00008322) Priyadeep Chopra (DIN 00079353) Key investment team of SSIF is as under. Mr. Srinath Narasimhan, CA with 15+ years experience. Mr. Pankaj Kalra, MBA, 19+ years experience.

No.	Name of the proposed Investor	Name of the Ultimate Beneficial Owner
		Mr. Jigar Karania, CA, 10+ years experience.
4	India Special Assets Fund III (ISAF)	ISAF is a scheme of ISAF III registered with SEBI as a Category II alternative investment fund (AIF) under the SEBI (AIF) Regulations 2012 with registration number IN/AIF2/21-22/0978. None of the investor holds more than 10% Beneficial interest in ISAF. ISAF is one of the schemes for which EAAA India Alternatives Limited (EIAL) acts as the investment manager. EIAL CIN: U67190MH2008PLC182205 The Board of Directors of Investment Manager are as under. Sunil Nawal Phatarphekar (DIN 00005164). Balagopal Chandrasekhar (DIN 00430938) Sunil Kakar (DIN 03055561) Sampa Bhasin (DIN 10808159) Neeta Mukerji (DIN 00056010) Ananya Suneja (DIN 07297081) Rashesh C. Shah (DIN 00008322) Priyadeep Chopra (DIN 00079353) Key investment team of ISAF is as under. Mr. Amit Agarwal, CA, 23+ years' experience. Mr. Navin Sambtani, MBA with 20+ years' experience. Mr. Kriti Ghosh, MBA with 21+ years' experience.
5	ISAF III Onshore Fund (IOF)	IOF is a scheme of Edelweiss Credit Opportunities Trust which is registered with SEBI as a Category II alternative investment fund (AIF) under SEBI (AIF) Regulations 2012 with registration number IN/AIF2/21-22/0873. None of the investor holds more than 10% Beneficial interest in IOF. IOF is one of the schemes for which EAAA India Alternatives Limited (EIAL) acts as the investment manager. EIAL CIN: U67190MH2008PLC182205 The Board of Directors of Investment Manager are as under. Sunil Nawal Phatarphekar (DIN 00005164). Balagopal Chandrasekhar (DIN 00430938) Sunil Kakar (DIN 03055561) Sampa Bhasin (DIN 10808159) Neeta Mukerji (DIN 00056010) Ananya Suneja (DIN 07297081) Rashesh C. Shah (DIN 00008322) Priyadeep Chopra (DIN 00079353) Key investment team of IOF is as under. Mr. Amit Agarwal, CA, 23+ years' experience. Mr. Navin Sambtani, MBA with 20+ years' experience. Mr. Kriti Ghosh, MBA with 21+ years' experience.

Propose Allottee mentioned at Sr. 1 above (Pharmaceutical Business Group (India) Limited) is belong to category Promoter Group.

Propose Allottee mentioned at Sr. 2, 3, 4 and 5, are belong to category 'public'.

16 The percentage of the post-preferential issue capital that may be held by the Proposed Allottee(s) and change in control, if any, in the Company consequent to the Preferential Issue

No.	Name of proposed allottees	Pre-allotment holding		Post-allotment holding	
		No. of equity shares	%	No. of equity shares	%
1	Pharmaceutical Business Group (India) Limited	5,07,16,440	38.97	5,68,43,893	41.08
2	Yusuf Khwaja Hamied	Nil	Nil	2,45,100	0.18
3	Special Situation India Fund	Nil	Nil	4,59,558	0.33
4	India Special Assets Fund III	Nil	Nil	6,83,823	0.49
5	ISAF III Onshore Fund	Nil	Nil	6,94,852	0.50

The above is based on data as on September 1, 2026 and status as on the date.

There will be no change in the composition of the Board, and no any change in the control and management of the Company consequent to the Proposed Preferential Issue. Post allotment holding is assuming full allotment of Equity Shares.

17 Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

Promoters / Promoters group are subscribing to the Equity Shares as mentioned in the Resolution / the Statement. No contribution is being made by other directors of the Company, either as part of the Preferential Issue or separately, in further of the objects of the Issue.

18 Undertaking

The Company hereby undertakes the following.

a) Neither the Company nor any of its directors or Promoters are categorized as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. Further, neither the Company nor any of its directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) / applicable provisions of the SEBI ICDR Regulations are not applicable.

b) Neither the Company nor any of its directors and/or promoters / promoter group is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.

d) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, if the same is required as per applicable laws, the Company undertakes to the same.

e) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations, where it is required to do so, and if the amount payable on account of the re-computation is not paid by the proposed allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares would continue to be locked-in, till the time such amount is paid by the Investors.

f) The Company is in compliance with the conditions for continuous listing of the Equity Shares as specified in the SEBI ICDR Regulations and the SEBI Listing Regulations.

19 The current and proposed status of the Allottee post Preferential Issue namely, promoter or non-promoter

Proposed allottee Pharmaceutical Business Group (India) Limited is belonging to promoter group and such status will continue to remain the same after the allotment pursuant to the Preferential Issue. Other propose allottees are person belonging to the non-promoter and non-promoter group, and such status will continue to remain the same even after the allotment under the Preferential Issue.

20 Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

21 Lock-in period

The pre-preferential allotment shareholding, if any, of the Proposed Allottees shall be subject to lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations / applicable laws. Accordingly, the holders thereof shall not be able to transfer or sell the same, except otherwise permitted under the SEBI ICDR Regulations.

22 Practicing Company Secretary's certificate

The certificate from Ms. Shruti Somani, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, is made available for inspection by the Members of the Company on the website of the Company under section of Investor Relations, Disclosures under regulation 46 of LODR, AGM Notice, at https://www.gtbl.in or at the web link: https://www.gtbl.in/a-g-m-notice/

Same will also be made available for inspection at the registered office of the Company on all working days during the normal office hours and will be placed before the meeting of the shareholders.

23 Other disclosures

a) The Investors have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date, to be eligible to participate in the Preferential Issue, except as may be permitted under applicable laws.

b) The Investors should ensure their eligibility to apply in the Issue and hold the Equity Shares as per laws applicable to them / as per the SEBI ICDR Regulations.

c) The Company complies with the requirements of Chapter V of the SEBI ICDR Regulations regarding the Issue.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot the Equity Shares 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 section 23, 42, 62(1)(c) and applicable provisions of the Act, the SEBI ICDR Regulations, and the SEBI Listing Regulations, by way of passing special resolution.

The Board of Directors believe that the proposed Issue is in the interest of the Company and its Members and, therefore, recommend the resolutions set out at Item No. 8 of the Notice for approval by the Members of the Company as a Special Resolution.

Dr. Dinesh Patel and Dr. Sachin Patel, Directors are also part of promoters / promoters group, may be considered as interested in the resolution relating to approval for issue of the Equity Shares to the existing promoters / promoters Group as mentioned in the Resolutions. Please refer shareholding pattern of the Company including name of promoters / promoters group and their shareholding, available on website of the Company www.gtbl.in and website of the Stock Exchanges.

Save as mentioned above, 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 set out at Item No. 8 of the Notice, save and except to the extent of their shareholding if any.

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

Vineet Gawankar
Company Secretary & Compliance Officer

Date: September 2, 2026
Place: Mumbai

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting.

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings]

Name of the Director	Dr. Dinesh S. Patel (DIN: 00033273)
Date of Birth	02/11/1948
Nationality	Indian
Brief Resume of the Director	Dr. Dinesh S. Patel is a Chairman of the Board of Directors of the Company and Member of the Company's CSR Committee and Stakeholders Relationship Committees. He holds Doctorate in Medicinal Chemistry. He is a Fellow of the Royal Society of Chemistry, London, U.K. He is an Industrialist and having more than 40 years' experience. His areas of expertise are Pharmaceutical research, Biotechnology, Fermentation technology, Banking and Business management.
Date of Appointment on the Board	25/05/1992
Qualifications	Doctorate in Medicinal Chemistry
Expertise in specific functional Area	Business Development.
Number of shares held in the Company	10 Shares
List of the Directorships held in other listed companies*	Themis Medicare Limited
Number of Board Meetings attended during the year	7 Board meetings
Chairman/Member in the Committees of the Boards of Companies in which he is Director (Committees includes Audit Committee & Stakeholders Relationship Committees)	Chairman of Gujarat Themis Biosyn Limited and its Stakeholders Relationship Committee
Relationships between Directors inter-se	Dr. Dinesh S. Patel is the father of Dr. Sachin D. Patel, Managing Director.
Terms and conditions of appointment or re-appointment	Appointment as Non-Executive Director, liable to retire by rotation.
Details of remuneration last drawn and Details of remuneration sought to be paid.	Commission Rs. 66,00,000 was paid for FY 2024-25 and Rs. 42,00,000 proposed to be paid for FY 2025-26.

NOTES

1. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 AGM 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 Annual General Meeting. 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 along with their copy of Annual Report 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 AGM.

7. At the 41st AGM, M/s. GMJ & Co., Chartered Accountants (Firm Registration No. 103429W) were re-appointed as Statutory Auditors of the Company for a period of 5 years until the conclusion of the 46th AGM of the Company.

   The ratification of their appointment pursuant to Section 139 of the Companies Act, 2013 (the "Act") is not required in terms of notification no. SO 1833(E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.

8. 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.

9. In terms of Section 152 of the Act, Dr. Dinesh S. Patel (DIN: 00033273), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

10. The details of the Director seeking appointment / re-appointment under item no. 2 of this Notice are annexed hereto in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").

11. 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.

12. 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.

13. 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. **Wednesday, 23rd September, 2026**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Investor.helpdesk@in.mpms.mufg.com

14. 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.

15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

16. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares via www.iepf.gov.in

17. 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.

18. 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.

19. In terms of relaxations granted by SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 sending hard copy of the Annual Report for the financial year 2025-26 to shareholders who have not registered their email IDs with the Company/RTA/Depository has been dispensed with. Therefore, Annual Report 2025-26 including Notice shall be sent by email to those shareholders whose email ids are registered with the Company/RTA/Depository. Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Annual Report for the Financial Year 2025-26 will be sent to those shareholders who have not registered their email address. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.gtbl.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com. Members who have not registered their email address with the Company can register the same by following the procedure as mentioned below in point 35. Company shall send hard copy of the Annual Report 2025-26 to the members who request for the same in writing.

20. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019 in view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.

    Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing investor service requests, service requests viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios, transmission and transposition.

21. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests to the Company through email at cfoassist@themismedicare.com or by writing to the Company's RTA at rnt.helpdesk@in.mpms.mufg.com by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website at www.gtbl.in. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or contact details or mobile number or bank account details or specimen signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1st April, 2024 only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

22. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialized form or to Company's RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at www.gtbl.in in case of holdings in physical form.

23. As per the provisions of the Act and applicable SEBI Circular, members holding shares in physical form may file nomination in the prescribed Form SH- 13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at www.gtbl.in.

24. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

25. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.

26. The Company has notified closure of Register of Members and Share Transfer Books from 24rd September, 2026 till 30th September, 2026 (both days inclusive) for the purpose of AGM and determining the names of the Members eligible for payment of dividend for the financial year 2025-26, if declared at the AGM.

27. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made within 30 days of the AGM i.e. on/after 30th September 2026 as under:

    a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the CDSL, collectively "Depositories" whose names appear as beneficial owners as at the end of the business hours on Wednesday, 23rd September, 2026.

    b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, 23rd September, 2026.

    c. Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

28. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

29. **For Resident Shareholders:**

    Taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having Valid PAN	10% or as notified by the Government of India
Members not having PAN /Valid PAN	20% or as notified by the Government of India

No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2026-27 does not exceed Rs. 10,000 and also in cases where members provide valid Form 15G / Form 15H as subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For Non-resident shareholders:

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of such shareholders if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders need to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholder.
- Copy of Tax Residency Certificate (TRC) for the financial year 2026-27 obtained from the revenue authorities of the country of tax residence, duly attested by shareholder.

Self-declaration in Form 10F issued by the Central Board of Direct Tax. Form 10F can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal

Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.

Self-declaration of beneficial ownership by the non-resident shareholder.

Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted to MUFG Intime (India) Private Limited (Formerly known as Link Intime (India) Private Limited) or the Company before **Wednesday, 23rd September, 2026**.

30. A route map showing direction to reach the venue of the 45th Annual General Meeting is given at the end of the Notice as per the requirement of Secretarial Standard- 2 on "General Meeting".

31. 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 process at meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

32. The Scrutinizer shall within a period of within two working days from the conclusion of the Annual 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

33. 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

34. 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 AGM.

35. 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 Sunday 27th September 2026 at 9:00 a.m. and ends on Tuesday, 29th September, 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 (record date) of Wednesday, 23rd September, 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.

Type of shareholders	Login Method
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 21 09911.

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.

36. 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 i.e. Wednesday, 23rd September, 2026.

37. The facility for voting through Ballot Paper (Poll) shall be made available at the AGM 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.

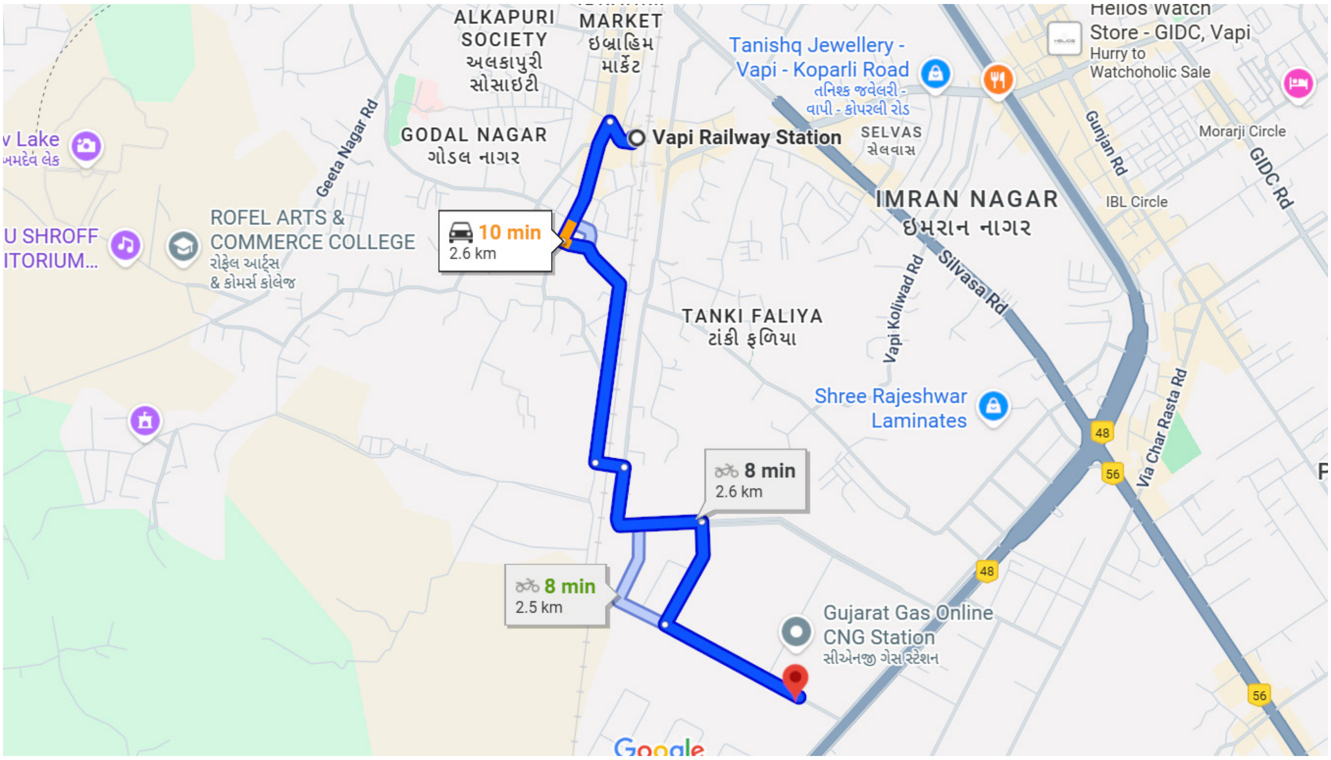
The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

38. 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.

39. Pursuant to Section 109 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 Annual General Meeting and have not already cast their vote by remote e-voting.

ROAD MAP TO THE AGM VENUE

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



GUJARAT THEMIS BIOSYN LTD.

CIN: L24230GJ1981PLC004878

Regd. Office: Plot No. 69-C, GIDC Industrial Estate, Vapi - 396195, District - Valsad, Gujarat.
Website: www.gtbl.in; E-mail: cfoassist@themismedicare.com

Proxy Form for 45th Annual General Meeting

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): ....

Registered address: ....

E-mail Id: ....Folio No. / Client ID No.: ....DP ID No..................................

I / We, being the member(s) of .... Shares of GUJARAT THEMIS BIOSYN LTD., hereby appoint

1.Name: .... E-mail Id: ....

Address: .... Signature: .... or failing him

2.Name: .... E-mail Id: ....

Address: .... Signature: .... or failing him

3.Name: .... E-mail Id: ....

Address: .... Signature: .... or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 45th Annual General Meeting of the Company on Wednesday, 30th September, 2026 12.30 PM, at Plot No. 69-A, GIDC Industrial Estate, Vapi - 396195, Dist. Valsad, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS:				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Dr. Dinesh S. Patel (DIN: 00033273) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To declare dividend on equity shares for the financial year ended 31st March, 2026.			
SPECIAL BUSINESS:				
4.	Ratification of Remuneration of Cost Auditor for FY 2026-27.			
5.	Payment of Commission to Dr. Dinesh S. Patel (DIN: 00033273) Non-Executive Chairman:			
6.	Payment of Commission to Dr. Sachin D. Patel (DIN: 00033353):			
7.	Approval to avail loan and guarantee from Promoters / Promoters Group to finance acquisition / growth opportunities			
8.	Raising funds by issue of Equity Shares through Preferential Issue			

Signed this __________________ day of __________________ 2026.

AFFIX 1 Rs.
Revenue Stamp

Signature(s)

__________________ __________________

Signature of the member Signature of the proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before 28th September, 2026 at 12.30 PM)
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

GUJARAT THEMIS BIOSYN LTD.

CIN: **L24230GJ1981PLC004878**

Regd. Office: 69/C, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat, India.

Website: www.gtbl.in; E-mail: cfoassist@themismedicare.com

Attendance Slip for 45th Annual General Meeting

Name of Shareholder: ______________________________

Reg. Folio No. / Client ID No.: ______________________________

No. of Shares held: ______________________________

I hereby record my presence at the **45th Annual General Meeting** of the Company on **Wednesday, 30th September, 2026 12.30 PM** 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**	**Fourth 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 i.e. 23rd September, 2026.

GUJARAT THEMIS BIOSYN LTD.

CIN: **L24230GJ1981PLC004878**

Regd. Office: 69/C, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat, India.

Website: www.gtbl.in; E-mail: cfoassist@themismedicare.com

Attendance Slip for 45th Annual General Meeting

Name of Shareholder: ______________________________

Reg. Folio No. / Client ID No.: ______________________________

No. of Shares held: ______________________________

I hereby record my presence at the **45th Annual General Meeting** of the Company on **Wednesday, 30th September, 2026 12.30 PM** at the Registered Office of **Themis Medicare Limited,** at 69/A, GIDC Industrial Estate, Vapi - 396195, Dist. Valsad, Gujarat.

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

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