



# 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](mailto:hrm@gtbl.in.net)

GTBL/BSE/NSE/2025-26/40

7<sup>th</sup> January, 2026

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

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

Dear Sir / Madam,

## **Sub: Notice of Postal Ballot and e-Voting**

We enclose herewith a copy of the Notice of Postal Ballot of Gujarat Themis Biosyn Limited (the “Company”) along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Notice”), seeking approval of the Members of the Company on the Special Resolution for appointment of Mr. Rajneesh Anand as Non-Executive Non-Independent Director of the Company.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, this Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members / list of Beneficial Owners as on Friday, 2<sup>nd</sup> January, 2026 (“cut-off date”) and whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (“RTA”) / Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

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

The remote e-voting period shall commence from **Thursday, 8<sup>th</sup> January, 2026 at 9:00 a.m. (IST)** and concludes on **Friday, 6<sup>th</sup> February, 2026 at 05:00 p.m. (IST)**. The remote e-voting facility shall be disabled by CDSL thereafter. The result of the Postal Ballot will be declared within two working days i.e. latest by Tuesday, 10<sup>th</sup> February, 2026.

Notice is also available on the Company's website at [www.gtbl.in](http://www.gtbl.in)

We request to take this on record.

Thanking you,

Yours faithfully,

For **Gujarat Biosyn Themis Limited**

**Vineet Gawankar**

Company Secretary & Compliance Officer

Attached: As above



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website [www.gtbl.in](http://www.gtbl.in). E-mail: [gtblmumbai@gtbl.in](mailto:gtblmumbai@gtbl.in)

### **Notice of Postal Ballot**

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

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Secretarial Standards on General Meetings (“**the SS-2**”) issued by the Institute of Company Secretaries of India and the General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 09/2024 dated 19 September 2024 No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the provisions of the Articles of Association of Gujarat Themis Biosyn Limited (“**the Company**” or “**GTBL**”), the special resolution as set out hereunder is proposed for approval of the Members of the Company by way of Postal Ballot through remote e-voting only, i.e. voting through electronic means (“**Remote e-Voting**”) in accordance with the framework provided in MCA Circulars and other statutory provisions as mentioned hereinabove and additional facility as mentioned in the notes to this Notice (“**Postal Ballot**”). The instructions regarding Remote e-Voting and other relevant information are provided in the notes to this Notice. Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to and forming part of the special resolution below setting out the material facts and reasons thereof, are contained below for your consideration.

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

The Board of Directors of the Company have appointed Mr. Ketan R. Shirwadkar (ACS:37829; CP 15386) Proprietor of M/s. KRS AND CO. Practicing Company Secretaries as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and he has given his consent for appointing him as the Scrutinizer. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

For the purpose of remote e-voting, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”). Members are required to vote through the remote e-voting platform provided by CDSL.

The remote e-voting period commences from 09.00 a.m. (IST) on Thursday, 8<sup>th</sup> January, 2026 and ends at 05.00 p.m. (IST) on Friday, 6<sup>th</sup> February, 2026. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of votes cast through remote e-voting. The result of the Postal Ballot will be declared within 2 working days i.e. latest by Tuesday, 10<sup>th</sup> February, 2026. The result shall be communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and posted on the Company's website <http://www.gtbl.in> and CDSL e-voting website <https://www.evotingindia.com> and displayed on the Notice Board of the Company at its Registered Office after the declaration of the results.



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**SPECIAL BUSINESS:**

**To approve the appointment of Mr. Rajneesh Anand (DIN: 00134856) as Non-Executive Non-Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the applicable provisions of the Articles of Association of the Company, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Rajneesh Anand (DIN: 00134856) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 10<sup>th</sup> November, 2025 up to 9<sup>th</sup> November, 2030.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Rajneesh Anand be continued as a Non-Executive Non-Independent Director of the Company for the said term of 5 years, notwithstanding that on 5<sup>th</sup> March 2029 he attains the age of 75 years during the aforesaid tenure

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby also accorded to pay remuneration by way of professional fees in accordance with the provisions of section 197(4) of the Companies Act, 2013 and Regulation 17(6)(a) of SEBI Listing Regulations as set out in the explanatory statement annexed to the Notice to Mr. Rajneesh Anand (DIN: 00134856) as Non-Executive Non-Independent Director of the Company for a period of 5 (five) years with effect from 10<sup>th</sup> November 2025.

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

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

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

By Order of the Board of Directors

Sd/-

Vineet Gawankar  
Company Secretary & Compliance Officer

Place: Mumbai

Date: 2<sup>nd</sup> January, 2026



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**Notes:**

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



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8. Members, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at <https://www.gtbl.in/kyc-forms/> duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited (RTA of the Company) at C-101, Embassy 247, LBS. Marg, Vikhroli (West), Mumbai – 400083. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
9. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his or her vote by proxy on Postal Ballot.

**10. The Remote e-Voting period:**

<b>Commences on</b>	9.00 A.M. (IST) on Thursday, 8 <sup>th</sup> January, 2026
<b>Ends on</b>	5.00 P.M. (IST) on Friday, 6 <sup>th</sup> February, 2026

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

11. The Board of Directors of the Company have appointed Mr. Ketan R. Shirwadkar (ACS:37829; CP 15386) Proprietor of M/s. KRS AND CO., Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting through Remote e-voting and such additional facility as mentioned in the Postal Ballot Notice in a fair and transparent manner. He has communicated his willingness for such appointment.
12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, after the completion of scrutiny and the results of the voting by postal ballot through Remote e-Voting process will be announced by the Chairman, or such authorized person, within two working-days of conclusion of Postal Ballot through Remote e-Voting i.e. latest by Tuesday, 10<sup>th</sup> February, 2026. The Scrutinizer's decision on the validity of the e-voting (including additional facility as mentioned in the Postal Ballot Notice) shall be final and binding.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gtbl.in](http://www.gtbl.in) and on the e-voting website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered office of the Company.
14. The Resolutions, if approved by the requisite majority by Postal Ballot through Remote e-Voting shall be deemed to have been passed on Friday, 6<sup>th</sup> February, 2026, i.e. the last date specified for receipt of votes by Postal Ballot through Remote e-Voting process.
15. Process for those Members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolution is set out in this Postal Ballot Notice:



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

**Remote e-Voting Instructions for shareholders:**

The voting period begins on 9.00 A.M. (IST) on Thursday, 8<sup>th</sup> January, 2026 and ends on 5.00 P.M. (IST) on Friday, 6<sup>th</sup> February, 2026. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2<sup>nd</sup> January, 2026 ("Cut-Off Date") may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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



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**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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>



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Type of shareholders	Login Method
	<p>you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants (DP)</b>	<p>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.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.



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3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password also is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



**GUJARAT THEMIS BIOSYN LIMITED**

**CIN: L24230GJ1981PLC004878**

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Phone No: 0260-2430027 / 2400639

website [www.gtbl.in](http://www.gtbl.in). E-mail: [gtblmumbai@gtbl.in](mailto:gtblmumbai@gtbl.in)

- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload Board Resolution (BR) / Power of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification.

**(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the BR and POA which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [gtblmumbai@gtbl.in](mailto:gtblmumbai@gtbl.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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



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

#### **Appointment of Mr. Rajneesh Anand (DIN: 00134856) as Non-Executive, Non-Independent Director of the Company:**

In accordance with the provisions of Section 161 the Companies Act, ("the Act") the appointment of Non-Executive Non-Independent Director requires approval of the shareholders. Based on the provisions of the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 10<sup>th</sup> November, 2025, approved the appointment of Mr. Rajneesh Anand (DIN: 00134856) as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director, for a term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> November, 2025 up to 9<sup>th</sup> November, 2030.

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, Mr. Rajneesh Anand holds office as an Additional Director up to the date of the next General Meeting or until his appointment is approved by the shareholders, whichever is earlier.

Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, 2015, every Listed Company is required to take approval of the Shareholders of the Company for appointment of a Director at the next General Meeting or within 3 months from the date of the appointment, whichever is earlier.

Accordingly, in terms of aforementioned provisions, it is proposed to obtain approval of the Members by way of Special Resolution through Postal Ballot, for appointment of Mr. Rajneesh Anand (DIN: 00134856) as a Non-Executive, Non-Independent Director, for a term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> November, 2025 up to 9<sup>th</sup> November, 2030.

It is proposed to pay Mr. Rajneesh Anand remuneration by way of professional fees of Rs. 10 lakhs per month for the services rendered by him to the Company, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors. Such payment shall be in accordance with the provisions of Section 197(4) of the Companies Act, 2013, which permits a Director to receive remuneration in his professional capacity where he possesses the requisite qualifications. Mr. Rajneesh Anand shall not be entitled to receive any sitting fees or commission on the net profits of the Company in lieu of the payment of professional fees to him.

Considering his extensive experience of over four decades with Themis Group and his deep understanding of the pharmaceutical industry, Mr. Rajneesh Anand shall, in his professional capacity would be providing strategic advisory and supervisory services to the Company. His role shall include providing guidance and oversight in relation to the Company's overall technical operations and manufacturing processes, regulatory, strategy, quality systems, operational efficiencies, business development initiatives, and long-term strategic planning. He shall also advise the management on matters relating to industry best practices, operational risk management, technical collaborations, process optimization, and implementation of growth and expansion strategies.

Mr. Rajneesh Anand would be attaining the age of 75 years on 5<sup>th</sup> March 2029 during the aforesaid 5 years tenure. Therefore, in view of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Rajneesh Anand as an Non-Executive Non-Independent Director from 5<sup>th</sup> March 2029 to 9<sup>th</sup> November 2030, the Company would be seeking the consent of Members by way of a Special Resolution.

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



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In the opinion of the Board, Mr. Rajneesh Anand fulfils conditions specified in the Act and the rules made thereunder and Listing Regulations.

Considering the above and in compliance with the provisions of Section 149 and 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Listing Regulations including Regulation 17, it is proposed to appoint Mr. Rajneesh Anand as Non-Executive Non-Independent Director, on the Board of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years from 10<sup>th</sup> November, 2025 to 9<sup>th</sup> November, 2030.

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

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, is of the opinion that Mr. Rajneesh Anand's continued association with the Company would be beneficial in view of his over four decades of association with the Themis Group and deep understanding of the pharmaceutical industry. His industry knowledge and strategic guidance would be beneficial to the Company. Accordingly, the Board recommends his appointment notwithstanding that he will attain the age of seventy-five (75) years during the aforesaid 5 years tenure.

Brief profile of Mr. Rajneesh Anand and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and SS-2 is as under

Mr. Rajneesh Anand is a graduate in Mechanical Engineering from M.S. University, Baroda, and a postgraduate in Management from Jamnalal Bajaj Institute, Mumbai. He is a certified Chartered Engineer. He has been associated with Themis Group since 1977.

Currently he is the Director on the Board of Themis Medicare Limited and Manager & Director of Richter Themis Medicare (I) Pvt. Limited, the joint venture between Gedeon Richter Ltd. and Themis Medicare Limited in India.

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

Name of the Director	Mr. Rajneesh Anand
DIN	00134856
Date of Birth / Age	05/03/1954
Nationality	Indian
Date of first appointment on the Board	10 <sup>th</sup> November, 2025
Terms and Conditions of Appointment	Appointment as Non-Executive Non-Independent Director for a period of 5 (five) consecutive years, liable to retire by rotation, with effect from 10 <sup>th</sup> November, 2025 till 9 <sup>th</sup> November, 2030 (both days inclusive).
Remuneration proposed to be paid	It is proposed to pay Mr. Rajneesh Anand remuneration by way of professional fees of Rs. 10 lakhs per month for the services rendered by him to the Company as recommended by the NRC and approved by the Board. Such payment is in accordance with Section 197(4) of the Companies Act 2013 which permits a Director to draw



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	remuneration in his professional capacity as Mr. Rajneesh Anand possesses the requisite qualifications. Mr. Rajneesh Anand shall not be entitled to receive sitting fees or commission on the net profits of the Company in lieu of the payment of professional fees to him.
Remuneration last drawn (including sitting fees, if any)	Not applicable
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not related to any Directors, Manager and Key Managerial Personnel of the Company.
Qualification(s)	Graduate in Mechanical Engineering from M.S. University, Baroda, and postgraduate in Management from Jamnalal Bajaj Institute, Mumbai
Experience and expertise in the specific functional area	Elaborate details are given in the explanatory statement under Item No. 1 which is annexed to the notice
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Elaborate details are given in the explanatory statement which is annexed to the notice
Justification for appointment of Director above 75 years of age	Elaborate details are given in the explanatory statement which is annexed to the notice
List of Directorship in other companies	Themis Medicare Limited Richter Themis Medicare (India) Private Limited Long Island Nutritionals Private Limited
Directorship in listed entities	Themis Medicare Limited Gujarat Themis Biosyn Limited
List of Membership/ Chairmanship of Committees of other companies	Member of Stakeholders Relationship Committee of Themis Medicare Limited
Listed entities from which the Director has resigned in the past three years.	NIL
Number of shares held in the Company	1,69,770 Shares
Number of meetings of the Board attended during the Financial Year 2024-25	Not Applicable

**By Order of the Board of Directors**

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

Place: Mumbai

Date: 2<sup>nd</sup> January, 2026