



# 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](mailto:hrm@gtbl.in)

**GTBL: CS: BSE-CORR/2024-25**

**13<sup>th</sup> September, 2024**

The Manager  
Corporate Relationship Department  
BSE Limited  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
Scrip Code – 530199

Dear Sir/Madam,

### **Subject: 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 Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Notice"), seeking approval of the Members of the Company on the Resolution forming part of the Notice.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, this Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members / list of Beneficial Owners as on **Tuesday, 10<sup>th</sup> September, 2024** ("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.

The 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 **Saturday, 14<sup>th</sup> September, 2024 at 9:00 a.m. (IST)** and conclude on **Sunday, 13<sup>th</sup> October, 2024 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 on or before **Tuesday, 15<sup>th</sup> October, 2024**.

The Notice is also available on the Company's website at <https://www.gtbl.in>

For **Gujarat Themis Biosyn Limited**

**Vineet Gawankar**  
**Company Secretary & Compliance Officer**  
**Encl: as above.**



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website <http://www.gtbl.in>. E-mail: [hrm@gtbl.in.net](mailto:hrm@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 Standard 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. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/ 2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the provisions of the Articles of Association of Gujarat Themis Biosyn Limited (**"the Company"** or **"GTBL"**), the resolution as set out hereunder is proposed for approval of the Members of the Company by way of Postal Ballot through remote e-voting only, i.e. voting through electronic means (**"Remote e-Voting"**) in accordance with the framework provided in MCA Circulars and other statutory provisions as mentioned hereinabove and additional facility as mentioned in the notes to this Notice (**"Postal Ballot"**). The instructions regarding Remote e-Voting and other relevant information are provided in the notes to this Notice. An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to and forming part of the resolution below setting out the material facts and reasons thereof, are contained below for your consideration.

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

The Board of Directors of the Company have appointed Mr. Ketan R. Shirwadkar (ACS:37829; CP 15386) Proprietor of M/s. KRS & Co. 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 Saturday, September 14, 2024 and ends at 05.00 p.m. (IST) on Sunday, October 13, 2024. 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 latest by Tuesday, October 15, 2024. The result shall be communicated to BSE Limited (**"BSE"**) 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:**

**1. Appointment of Mr. K.G. Ananthkrishnan (DIN: 00019325) as an 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 of 149, 150 and 152 of the Companies Act, 2013 ('Act') read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), Regulation 17 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, Mr. K.G. Ananthkrishnan (DIN: 00019325) who was appointed as an Additional Director designated as an Independent Director of the Company, pursuant to the provisions of Section 161(1) of the Act w.e.f. July 26, 2024 and who qualifies for being appointed as an Independent Director, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from July 26, 2024 upto July 25, 2029 and that he shall not be liable to retire by rotation.

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

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

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

**By Order of the Board of Directors**

**Sd/-**  
**Vineet Gawankar**  
**Company Secretary & Compliance Officer**  
**Membership No: ACS – A55504**

**Place: Mumbai**  
**Date: September 10, 2024**



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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. The profile of the Director recommended for appointment through Postal Ballot under item no. 1 of the Notice, as required by Listing Regulations and Secretarial Standard on General Meetings as specified by the Institute of Company Secretaries of India ("Secretarial Standard"), is furnished herewith along with the Notice of Postal Ballot of the Company. The necessary statutory consent(s) and declaration(s) have been received by the Company from the Director for his appointment.
3. 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.
4. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder read with Regulation 44 of Listing Regulations read with SEBI Master Circular 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 **September 10, 2024 ("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.
5. 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.
6. 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.
7. A copy of the Postal Ballot Notice is available on the website of the Company at <http://www.gtbl.in>, website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of our Remote e-voting agency i.e. CDSL's e-voting website at <https://www.evotingindia.com>
8. 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 up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests in advance to [secretary@gtbl.in.net](mailto:secretary@gtbl.in.net) from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID.



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9. 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 Link 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.
10. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on Postal Ballot.

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

<b>Commences on</b>	9.00 A.M. (IST) on Saturday, September 14, 2024
<b>Ends on</b>	5.00 P.M. (IST) on Sunday, October 13, 2024

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

12. The Board of Directors of the Company has appointed Mr. Ketan R. Shirwadkar (ACS:37829; CP 15386) Proprietor of M/s. KRS & Co., Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting through Remote e-voting and such additional facility as mentioned in the Postal Ballot Notice in a fair and transparent manner. He has communicated his willingness for such appointment.
13. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, after the completion of scrutiny and the results of the voting by postal ballot through Remote e-Voting process and additional facility 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. on or before Tuesday, October 15, 2024. The Scrutinizer's decision on the validity of the e-voting (including additional facility as mentioned in the Postal Ballot Notice) shall be final and binding.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <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. The results shall also be displayed on the notice board at the Registered Office of the Company.
15. The Resolutions, if approved by the requisite majority by Postal Ballot through Remote e-voting and additional voting facility, shall be deemed to have been passed on Sunday October 13, 2024, i.e. the last date specified for receipt of votes by Postal Ballot through Remote e-Voting process and additional voting facility.
16. Process for those Members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions 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:**

- (i) The remote e-voting period begins on Saturday, September 14, 2024 and ends on Sunday, October 13, 2024. 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), September 10, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

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.

- (iii) 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 <b>CDSL Depository</b>	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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab. 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.



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<b>Type of shareholders</b>	<b>Login Method</b>
	<p>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; New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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.</p> <p>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></p> <p>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 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>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<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>

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**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

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

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <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 <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <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>





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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 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.



**GUJARAT THEMIS BIOSYN LIMITED**

**CIN: L24230GJ1981PLC004878**

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Phone No: 0260-2430027 / 2400639

website <http://www.gtbl.in>. E-mail: [hrm@gtbl.in.net](mailto:hrm@gtbl.in.net)

- 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; [secretary@gtbl.in.net](mailto:secretary@gtbl.in.net), 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 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 [secretary@gtbl.in.net](mailto:secretary@gtbl.in.net).
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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013



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

**Item No. 1**

In terms of Regulation 17(IC) of the SEBI (LODR) Regulations, 2015 the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of SEBI (LODR) Regulations, 2015, the appointment of an Independent Director is subject to the approval of the Members by way of a Special Resolution. Accordingly, the Board recommends the passing of the Special Resolution for the approval of the Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, the appointment of an Independent Director requires approval of the shareholders. Based on the provisions of the Articles of Association of the Company and the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on July 26, 2024 had appointed Mr. K.G. Ananthkrishnan (DIN: 00019325) as an Additional Director, pursuant to Section 161 and applicable provisions of the Companies Act and the rules made thereunder, designated as an Independent Director of the Company, subject to approval of shareholders for a term of 5 (five) consecutive years w.e.f. July 26, 2024 upto July 25, 2029.

**Brief Profile of Mr. K.G. Ananthkrishnan is as below:**

Mr. K.G. Ananthkrishnan is a seasoned Senior Management Executive with over 40 years of progressive leadership experience in the pharmaceutical industry. He is well-recognized for building high-performance organizations, driving revenue and profit growth in competitive markets, and consistently delivering success. His leadership has been instrumental in five mergers and acquisitions, the establishment of strategic partnerships, and he is widely regarded as an industry thought leader and strategic thinker with a strong track record of innovative problem-solving.

Mr. Ananthkrishnan's academic credentials include the Executive Development Program at Wharton Business School, a Finance for Non-Finance Program at INSEAD, France (2004), a Master's in Marketing Management from Jamnalal Bajaj Institute of Management Studies, Mumbai (1995), and a Bachelor of Science from Osmania University, Hyderabad (1976).

He has held prominent roles, including Vice President and Director General at the Organization of Pharmaceutical Producers of India (OPPI), and Co-Chair of the Pharma Committee at the Confederation of Indian Industry (CII). He has also served as a guest speaker at leading management institutions in India and the USA and acted as an advisor and mentor. His extensive experience includes serving as a member of the Pharma and Healthcare Board of IES MCRC and the "Think Tank on Common Scientific Infrastructure for Hyderabad Pharma City" under the Government of Telangana.

Currently, Mr. Ananthkrishnan holds positions as Non-Executive Chairman of Punjab National Bank, Independent Director at Suen Pharmaceuticals Ltd., an Additional Director designated as an Independent Director of Sapala Organics Private Limited and Independent Director at Rubicon Research Ltd. His competencies in these diverse areas will significantly contribute to the strategic decision-making processes of the company.

The Company has received notice under Section 160 of the Act from a member proposing Mr. K.G. Ananthkrishnan's candidature for the office of Director on the Board of Directors of the Company. Mr. K. G. Ananthkrishnan has given his consent to act as an Independent Director and has made necessary declarations and disclosures including declaration as to his independence as required under provisions of the Act and Listing Regulations including confirmation under Regulation 25(8) of the Listing Regulations



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that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. 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 such authority. He has also provided exemption certificate (i.e. he is not required to pass online proficiency self-assessment test) issued by Indian Institute of Corporate Affairs.

On recommendation of the Nomination and Remuneration Committee of the Company and in the opinion of the Board, Mr. Ananthakrishnan fulfils conditions specified in the Act and the rules made thereunder and Listing Regulations and he is independent of the management of the Company and, thereby, is eligible for appointment as an Independent Director.

Considering the above and in compliance with the provisions of Section 149, 150 and 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act and applicable provisions of Listing Regulations including Regulation 17, it is proposed to appoint Mr. Ananthakrishnan as an Independent Director, on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, effective from July 26, 2024 upto July 25, 2029

Save and except Mr. K.G. Ananthakrishnan, 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.

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

**By Order of the Board of Directors**

**Sd/-**

**Vineet Gawankar**

**Company Secretary & Compliance Officer**

**Membership No: ACS – A55504**

**Place: Mumbai**

**Date: September 10, 2024**

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website <http://www.gtbl.in>. E-mail: [hrm@gtbl.in.net](mailto:hrm@gtbl.in.net)**DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:**

Name of the Director	Mr. K.G. Ananthkrishnan
DIN	00019325
Date of Birth / Age	10/02/1957
Nationality	Indian
Date of the first appointment on the Board	July 26, 2024
Terms and Conditions of Appointment	Appointment as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, with effect from July 26, 2024 to July 25, 2029 (both days inclusive). Other terms and conditions will be as per the formal Letter of Appointment to be issued by the Company.
Remuneration proposed to be paid	Sitting fees for attending each meeting of the Board / Committees and commission as may be determined by the Board of Directors of the Company for each of the financial years within the limits prescribed under the Companies Act, 2013 and Listing Regulations and approved by the Members. Nomination and Remuneration Policy of the Company shall govern the remuneration.
Remuneration last drawn (including sitting fees, if any)	Not applicable
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL
Qualification(s)	<ul style="list-style-type: none"><li>• Executive Development Program, Wharton Business School, USA, 2010 – 2011.</li><li>• Finance for Non-Finance Program, INSEAD, France, 2004;</li><li>• Masters in Marketing Management, Jamnalal Bajaj Institute of Management Studies, Mumbai, India, 1995.</li><li>• Bachelor of Science. Osmania University, Hyderabad, 1976.</li></ul>
Experience and expertise in the specific functional area	Refer to the Item no. 1 of the Explanatory Statement.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Refer to the Item no. 1 of the Explanatory Statement.
List of Directorship in other companies	<ol style="list-style-type: none"><li>1. Punjab National Bank</li><li>2. Suven Pharmaceuticals Ltd.</li><li>3. Rubicon Research Ltd.</li><li>4. Sapala Organics Private Limited</li></ol>
Directorship in listed entities	2



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List of Membership/ Chairmanship of Committees of other companies	<ol style="list-style-type: none"><li>1. Punjab National Bank Nomination &amp; Remuneration Committee: Member</li><li>2. Suven Pharmaceuticals Ltd. Audit Committee: Member Stakeholder Relationship Committee: Chairman Nomination &amp; Remuneration Committee: Member CSR Committee: Member</li><li>3. Rubicon Research Ltd. Stakeholder Relationship Committee: Chairman Nomination &amp; Remuneration Committee: Member</li></ol>
Listed entities from which the Director has resigned in the past three years.	NIL
Number of shares held in the Company	NIL
Number of meetings of the Board attended during the Financial Year 2023-24	Not Applicable