



GUJARAT THEMIS BIOSYN LIMITED

REGD. OFFICE & FACTORY : 69/C, GIDC, INDUSTRIAL ESTATE,
VAPI - 396 195. DIST. VALSAD, GUJARAT, INDIA.
TEL : 0260-2430027
Email : hrm@gtbl.in.net
CIN No.: L24230GJ1981PLC004878

GTBL: CS: BSE-CORR/2021-22

24th August, 2021

Listing Department,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub:- Notice of 40th Annual General Meeting of the Company

- Ref:** 1. Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
2. BSE Scrip Code: 506879

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (as amended) read with Schedule III of the SEBI Listing Regulations. Please find enclosed the Notice of 40th AGM of the Company scheduled to be held on Friday, September 17, 2021 at 12:00 noon (IST) through Video Conference ("VC") or Other Audio Visual Means ("OAVM"), which is also being sent by electronic mode to the Members of the Company.

We request you to kindly take the same on record.

This may be taken as compliance under the Listing Regulations.

Thanking you,

Yours Faithfully,

For Gujarat Themis Biosyn Limited

Rahul Soni
Company Secretary and Compliance officer





GUJARAT THEMIS BIOSYN LIMITED

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **40th Annual General Meeting** of Gujarat Themis Biosyn Limited will be held on, **Friday, 17th September 2021 at 12:00 Noon** through Video Conferencing('VC')/Other Audio Visual Means ("OAVM") to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 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.

SPECIAL BUSINESS

3. **To appoint Mr. Han Kon Kim (DIN: 08972517) as a Non-Executive Director, liable to retire by rotation**

To consider & if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Han Kon Kim (DIN: 08972517) who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 13, 2021, pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

4. **To appoint Mrs. Kirandeep Kaur Madan (DIN: 00686547), as an Independent Director of the Company**

To consider & if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as the "Listing Regulations"), Mrs. Kirandeep Kaur Madan (DIN 00686547), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 1st May, 2021 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 1st May, 2021 upto 30th April, 2026, whose period of Office shall not be liable to determination by retirement of directors by rotation."

5. **To appoint Dr. Taejin Yoon (DIN: 09168447) as a Non-Executive Director, liable to retire by rotation**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Dr. Taejin Yoon (DIN: 09168447) who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 4, 2021, pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

By Order of the Board of Directors

Registered Office

69/C, GIDC Industrial Estate,
Vapi-396 195
Dist. Valsad, Gujarat
CIN: L24230GJ1981PLC004878

Place: Mumbai
Date: 12th August, 2021

Sd/-

Rahul D. Soni

Company Secretary & Compliance Officer
Membership. No. A61305

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) had, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), during calendar year 2020, subject to fulfillment of various requirements specified therein. Securities and Exchange of Board of India (SEBI) had also issued a circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 announcing certain relaxations interrelated with holding the AGM through VC/OAVM
MCA has issued General Circular No. 02/2021 dated January 13, 2021 allowing the Companies who's AGMs become due in the year 2021 to conduct the AGMs in accordance with the requirements provided in the General Circular 20/2020. SEBI has also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 extending the relaxations announced in their circular cited above, till December 31, 2021.
2. Pursuant to the provisions of the Act, 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies, Act 2013 (the Act)
4. At the 36th AGM, M/s. GMJ & Co., Chartered Accountants (Firm Registration No. 103429W) were appointed as Statutory Auditors of the Company for a period of 5 years untill the conclusion of the 41st AGM of the Company.
The ratification of their appointment pursuant to Section 139 of the Companies Act, 2013 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.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
6. Institutional/Corporate members Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorisation etc., authorising its representative to attend the Annual General Meeting through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the RTA by email at instameet@linkintime.co.in through their registered email address to with copies marked to the Company at secretary@gtbl.in.net.
7. In terms of Section 152 of the Companies Act, 2013, 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.
8. The details of the Directors seeking appointment and reappointments under item nos. 2, 3, 4 and 5 of this Notice, is annexed hereto in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
9. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("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.
10. 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.
11. 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 on all working days, except Saturdays, during business hours up to the date of the Meeting.
12. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Friday 10th September, 2021**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in



13. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, the log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

a. In case of Shares held in Physical Mode:

The Shareholder may send a request quoting its Folio No. to RTA by email at rnt.helpdesk@linkintime.co.in

b. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 13, 2021 and January 15, 2021 respectively, Notice of the 40th AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.gtbi.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.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 above in point 13. Post successful registration of email address, the member will receive the soft copy of the Notice of AGM and Annual Report.
15. 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/Link Intime (Company's Registrar and Share Transfer Agent) and complete their 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.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Link Intime for assistance in this regard.
17. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, 11th September 2021 to Friday, 17th September 2021 (both days inclusive) for the purpose of AGM.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), 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. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility, for participation in the 40th AGM through VC/OAVM Facility and e-Voting during the 40th AGM.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
20. The Board of Directors of the Company has appointed **Mr. Ketan Ravindra Shirwadkar (ACS:37829;CP 15386) Proprietor of M/s. KRS & Co., Practicing Company Secretaries**, (ACS: 37829; CP: 15386) as Scrutinizer to scrutinize the remote e-voting and E-voting at meeting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
21. All correspondence relating to transmission of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agents (R&T Agents) only at their address: 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: www.linkintime.co.in Email: rnt.helpdesk@linkintime.co.in
22. **Instructions for shareholders voting electronically are as under:**
 - (i) The remote e-Voting period begins on **Monday, 13th September, 2021 at 9:00 am** and ends on **Thursday, 16th September, 2021 at 5:00 pm** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 10th September, 2021** may cast their vote electronically. The remote 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.

- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	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 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - a) 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.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) 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.
 - f) Alternatively Non Individual shareholders are required 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 & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



23. Procedure for attending the Fortieth AGM Through VC / OAVM:

The Company is pleased to provide its members, the facility to attend the 40th Annual General Meeting THROUGH VC / OAVM. For this purpose, the Company has availed the INSTAMEET and INSTAVOTE services of M/s Link Intime India Private Limited for facilitating its members to participate at the AGM and cast their votes electronically.

Facility for joining the Annual General Meeting through VC/OAVM shall open 30 (Thirty) minutes before the time scheduled for the Annual General Meeting. The login window for joining AGM shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Members with 2% or more shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to join the meeting without restrictions of first come- first serve basis.

Members will be able to attend the AGM through VC / OAVM by following the procedure given below:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the “**Company**” and “**Event Date**” and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
- Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time.

The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

24. Instructions for Shareholders to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeeT and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
or
- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



GUJARAT THEMIS BIOSYN LIMITED

25. Shareholders present at the AGM through InstaMeet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting from 12 Noon (IST) till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.
26. The shareholders can also access the Annual Report 2020-21 circulated to the Members of the Company and other information about the Company on Company's website i.e. www.gtbl.in or on Stock Exchange websites i.e. www.bseindia.com.

By Order of the Board of Directors

Registered Office

69/C, GIDC Industrial Estate,
Vapi-396 195
Dist. Valsad, Gujarat
CIN: L24230GJ1981PLC004878

Place: Mumbai

Date: 12th August, 2021

Sd/-

Rahul D. Soni

Company Secretary & Compliance Officer
Membership. No. A61305

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Act read with applicable Rules framed there under and the Articles of Association of the Company, the Board of Directors had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Han Kon Kim (DIN: 08972517) as an Additional Director of the Company with effect from January 13, 2021. Mr. Han Kon Kim holds office upto the date of this Annual General Meeting. The Company has received a Notice from member in writing under Section 160(1) of the Act, proposing candidature of Mr. Han Kon Kim for the office of Director.

Mr. Han Kon Kim is currently holds the position of Director for Yuhan's overseas entities including LiuXin (QingDao) Health Co Limited, Yuhan (Hong Kong) Limited and Yuhan Australia and New Zealand Pty Ltd (Yuhan ANZ). He is also the CEO of Yuhan (Hong Kong) Limited and CFO of Yuhan ANZ. He received his Juris Doctor from University of New York at Buffalo in 2012. He has also worked for Samsung Heavy Industries and Korea Electric Power Corporation (KEPCO). Mr. Han Kon Kim represents Yuhan Corporation (Foreign Promoters) on the Board of the Company. The Board recommends passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. Han Kon Kim as a Director, liable to retire by rotation. Except Mr. Han Kon Kim being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.3

Item No. 4:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Kirandeep Kaur Madan (DIN 00686547) as an Additional Director with effect from 1st May, 2021 under Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. Mrs. Kirandeep Kaur Madan holds office upto the date of this Annual General Meeting. The Company has received a Notice from member in writing under Section 160 of the Act, proposing candidature of Mrs. Kirandeep Kaur Madan for the office of Director.

Mrs. Kirandeep Madan is a Physiotherapist and Sociologist by education; she has been involved in social work for over 20 years now, working closely with children, women and senior citizens on health, environment, civic and governance issues. Mrs. Kirandeep Madan was associated with AGNI (Action for Good Governance & Networking in India), a well-known NGO in Mumbai, for over 4 years. During this period, apart from coordinating the activities of the NGO, she authored 3 citizens' guides on the Fundamentals of Voting and The Right to Information Acts, among other key projects. Seventeen years ago, she founded Sanskar India Foundation (SIF) - a non-profit organization working for environment and social causes, mainly in Mumbai, and has been leading the organization as Director ever since. She designed its flagship program 'Sanskar' which has been running successfully in over 150 schools, conducted in 3 languages. SIF also conducts multiple other activities in the community aligned to the Sanskar program, such as tree plantation drives, beach clean-ups and citizen activation movements for water conservation and anti-plastic drives, etc. Over the years, SIF has also worked for the welfare of underprivileged women and taken up projects for important causes such as organ donation and awareness drives on health issues. She is also a member on the Internal Complaints Committees, constituted for Prevention of Sexual Harassment of Women at Workplace, of NCDEX, NERL, NeML, SICOM and PXIL.

Mrs. Kirandeep Kaur Madan has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. She is independent of the management of the Company. In the opinion of the Board, Mrs. Kirandeep Kaur Madan fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for her appointment as a Non-Executive Independent Director of the Company. The Board recommends the resolution in relation to appointment of Mrs. Kirandeep Kaur Madan as a Non-Executive Independent Director to hold office up to 5 (five) consecutive years w.e.f. 1st May, 2021, for the approval by the members of the Company. Except Mrs. Kirandeep Kaur Madan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5:

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Act read with applicable Rules framed there under and the Articles of Association of the Company, the Board of Directors had, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Taejin Yoon (DIN: 09168447) as an Additional Director of the Company with effect



GUJARAT THEMIS BIOSYN LIMITED

from June 4, 2021. Dr. Taejin Yoon holds office upto the date of this Annual General Meeting. The Company has received a Notice from member in writing under Section 160(1) of the Act, proposing candidature of Dr. Taejin Yoon for the office of Director.

Dr. Taejin Yoon represents Yuhan Corporation (Foreign Promoter) on the Board of the Company. He joined Yuhan Corporation in 2015 and was appointed as the Head of Corporate Strategy Group in March 2021. Dr. Yoon currently holds the positions of Board of Director for Huino (Republic of Korea), of Internal Auditor for ImmuneOncia (Republic of Korea). He is also the CFO of Yuhan USA. He received his Ph.D (Biological chemistry major) from The Ohio State University at Columbus, Ohio, USA in 2005. Before joining Yuhan Corporation, he worked for his post-doctoral research at Stanford University School of Medicine, CA, USA and for research professor position at Yonsei University, Seoul, Republic of Korea. The Board recommends passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for the appointment of Dr. Taejin Yoon as a Director, liable to retire by rotation. Except Dr. Taejin Yoon being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

By Order of the Board of Directors

Registered Office

69/C, GIDC Industrial Estate,
Vapi-396 195
Dist. Valsad, Gujarat
CIN: L24230GJ1981PLC004878

Place: Mumbai
Date: 12th August, 2021

Sd/-

Rahul D. Soni

Company Secretary & Compliance Officer
Membership. No. A61305

ANNEXURE TO ITEM NO. 2, 3, 4 & 5 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Dr. Dinesh S. Patel	Mr. Han Kon Kim	Mrs. Kirandeep Kaur Madan	Dr. Taejin Yoon
Date of Birth	02/11/1948	11/04/1978	19/07/1961	05/12/1970
Nationality	Indian	Korean	Indian	Korean
Date of Appointment on the Board	25/05/1992	13/01/2021	01/05/2021	04/06/2021
Qualifications	Doctorate in Medicinal Chemistry. Fellow of the Royal Society of Chemistry, London, U.K.	Juris Doctor from University of New York at Buffalo in 2012	Physiotherapist and Sociologist	Ph.D. (Biological chemistry major) from The Ohio State University at Columbus, Ohio, USA in 2005
Expertise in specific functional Area	More than 40 years' experience in Medicinal and pharmaceutical research, Fermentation Technology & exploitation of new molecules.	Finance & General Management	She has been involved in social work for over 20 years now, working closely with children, women and senior citizens on health, environment, civic and governance issues.	Finance & General Management
Number of shares held in the Company	4701	Nil	Nil	Nil
List of the directorships held in other companies	- Themis Medicare Limited - Artemis Biotech Limited - Richter Themis Medicare (India) Private Limited - Themis Lifestyle Private Limited - Vividhmargi Investments Private Limited	- Yuhan ANZ Pty Ltd. - LiuXin(QingDao) Health Co Limited	Sanskar Foundation India	- Yuhan USA Corporation - Huinno Co. Ltd.
Number of Board Meetings attended during the financial year 2020-21	4(Four)	2 (Two)	1 (One)	Nil
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman: None Member Member a) Stakeholder Relationship Committee – Gujarat Themis Biosyn Ltd	Chairman Nil Member Nil	Chairman Nil Member Nil	Chairperson: Nil Member Nil
Relationships between Directors, Managers, or other KMP	Dr. Dinesh S. Patel is father of Dr. Sachin D. Patel.	None	None	None
Last Remuneration drawn	Nil	Nil	Sitting fees paid of Rs. 25,000/- for the financial year 2020-21.	Nil
Remuneration to be drawn after appointment /re-appointment	Nil	Nil	She will be entitled to receive sitting fees.	Nil

* Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).