GUJARAT THEMIS BIOSYN LIMITED

CIN: L24230GJ1981PLC004878
REGD. OFFICE &FACTORY: 69/C GIDC INDUSTRIAL ESTATE,
VAPI – 396 195, DIST. VALSAD, GUJARAT, INDIA
TEL: 0260-2430027 / 2400639
E-mail:hrm@gtbl.in.net

GTBL/BSE/NSE/2025-26/09

27th May, 2025

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

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

Dear Sir/Madam,

Sub: - Annual Secretarial Compliance Report for the Financial Year 2024-25:

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), read along with SEBI Circular CIR/CFD/ CMD1/27 /2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company issued by M/s. KRS AND CO., Practicing Company Secretaries for the financial year 2024-25.

This is for the information of the exchange and the members

Kindly acknowledge.

Thanking you,

Yours faithfully

For Gujarat Themis Biosyn Limited

VINEET GANESH GAWANKAR
Digitally signed by VINEET GANESH GAWANKAR
Date: 2025.05.27 14:18:22 +05'30'

Vineet Gawankar
Company Secretary and Compliance Officer

KRS AND CO.
Practicing Company Secretaries
Add: C-1804, Dosti Varuna,
Dosti Vihar, Vartak Nagar,
Thane (W), Thane - 400 606.
Unique Code : S2017MH469000

CS Ketan Ravindra Shirwadkar
B.com | C.S.
Contact No. 9833556916
E-mail : pcskrshirwadkar@gmail.com

Secretarial Compliance Report of Gujarat Themis Biosyn Limited for the financial year ended 31st March 2025

To,
Gujarat Themis Biosyn Limited
69/C, GIDC Industrial Estate,
Vapi, Valsad,
Gujarat 396195 IN.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Gujarat Themis Biosyn Limited**, having its Registered Office at 69/C, GIDC Industrial Estate, Vapi, Valsad, Gujarat 396195 IN. The Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025,** complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, **Ketan Ravindra Shirwadkar,** proprietor of KRS and CO. have examined:

(a) all the documents and records made available to me and explanation provided by Gujarat Themis Biosyn Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended **31st March 2025** ("Review Period") in respect of compliance with the provisions of:

i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**

g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**

h) Securities and Exchange Board of India (Issue and Listing of Non -Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**

and Circulars / Guidelines issued thereunder;

and based on the above examination, I hereby report that during the Review Period:

(a) **The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:**

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Sr. No.	*Compliance Requirement (Regulation/ circulars/guide lines including specific clause)*	*Regulation / Circular No.*	*Deviations*	*Action Taken by*	*Type of Actio*	*Details of Violation*	*Fine Amount*	*Observations/ Remarks of the Practicing Company Secretary for the Year Ended 2025*	*Management Response*	*Remarks*
1.	Implementation of Bonus Issue within a period of two months from the date of meeting of Board of Directors of the Company approving the Bonus Issue	Reg. 295 (1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.	There is a delay of 41 days.	BSE Limited	Fine	The company failed to comply with Regulation 295(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in implementing the bonus issue within a period of two months from the date of meeting of its Board of Directors approving the Bonus Issue.	*9,72,000/- (including 18% GST)*	The Company has accepted the delay and paid the fine.	The delay in implementation of the Bonus Issue was inadvertent and occurred due to oversight on account of procedural and operational reasons. The Company has taken necessary steps to ensure adherence to the prescribed timelines in the future. The fine levied by the Stock Exchange has been paid and the matter stands closed.	***None***

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(b) **The listed entity has taken the following actions to comply with the observations made in previous reports:**

(i) 31st March 2024

Sr. No.	*Compliance Requirement (Regulations/ circulars/guidelines including specific clause)*	*Regulation/ Circular No.*	*Deviations*	*Action Taken by*	*Type of Action*	*Details of Violation*	*Fine Amount*	*Observations/Remarks of the Practicing Company Secretary for the year ended 2024*	*Management Response*	*Remarks*
-NA-										

(ii) 31st March 2023

Sr. No.	*Compliance Requirement (Regulations/ circulars/guidelines including specific clause)*	*Regulation/ Circular No.*	*Deviations*	*Action Taken by*	*Type of Action*	*Details of Violation*	*Fine Amount*	*Observations/Remarks of the Practicing Company Secretary for the year ended 2023*	*Management Response*	*Remarks*
-NA-										

(iii) 31st March 2022

Sr. No.	*Compliance Requirement (Regulations/ circulars/guidelines including specific clause)*	*Regulation/ Circular No.*	*Deviations*	*Action Taken by*	*Type of Action*	*Details of Violation*	*Fine Amount*	*Observations/Remarks of the Practicing Company Secretary for the year ended 2022*	*Management Response*	*Remarks*
1	**Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018:** Submission of Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 within 15	**Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018:**	There was delay in submission of Certificate Under Regulation 74(5) of SEBI(Depositories and Participants) Regulations, 2018 for March, 2021 Quarter.	NA	NA	NA	NA	There was a minor delay in submission of Certificate Under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for March, 2021 Quarter	The delay was attributed to disruptions in work faced by the Company and its employee during the second wave of Covid 19 Pandemic when employee	There is no re-occurrence of the same during the year under review.

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	days from the end of the Quarter								were working from home facing logistical, communication and other technical difficulties	
2	**Regulation 33 of SEBI (LODR), 2015 read with BSE Circular DSC /COMP/28/2016-17/ March 30,2017:** Submission of Financial Results in XBRL Format within 24 hours of submission of PDF file to stock exchange	**Regulation 33 of SEBI (LODR), 2015 read with BSE Circular DSC /COMP/ 28/2016-17/ March 30,2017:**	Delay in filing XBRL of Financial Results beyond 24 hours of Submission of Financial Results for the quarter and year ended 31st March, 2021	NA	NA	NA	NA	The XBRL filing of Financial Results for the quarter and year ended 31st March, 2021 has been uploaded beyond 24 hours of Submission of results in PDF Mode	The delay was attributed to disruptions in work faced by the Company and its employee during the second wave of Covid 19 Pandemic when employee were working from home facing logistical, communication and other technical difficulties.	There is no occurrence of the same during the year under review

I, further report that, during the Review Period the compliance status of the listed entity is appended as below;

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>**Secretarial Standards:**</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None

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2.	**<u>Adoption and timely updation of the Policies:</u>** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	**<u>Maintenance and disclosures on Website:</u>** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	None
4.	**<u>Disqualification of Director:</u>** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	**<u>To examine details related to Subsidiaries of listed entities:</u>** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	Company has no subsidiary company
6.	**<u>Preservation of Documents:</u>** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	**<u>Performance Evaluation:</u>** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None

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8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	None
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	**Except as provided in table "a" above**
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the Listing Regulations.	NA	There was no resignation of statutory auditor from the listed entity during the Review Period. Further, the listed entity does not have any material subsidiary company.
13.	**Additional non-compliances, if any:** No additional non-compliance observed for all SEBI regulation/circular/guidance note etc., except as reported above	YES	None

I further report that the listed entity is in compliance / not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the LODR Regulations – **Not Applicable**

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

For KRS AND CO.
Company Secretaries

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Ketan Ravindra Shirwadkar
Proprietor
ACS No.: 37829
COP No. 15386

Date: 16-05-2025
Place: Thane
ICSI UDIN: A037829G000356730
PEER REVIEW NO: 3967/2023