



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 38th Annual General Meeting of Gujarat Themis Biosyn Limited will be held on Tuesday, 27th August, 2019 at 12 Noon at the Office of Themis Medicare Limited, at 69/A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat, 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, 2019 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Sachin D. Patel, (DIN: 00033353) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vijay Agarwal (DIN: 00058548), whose term of office expires at this 38th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of five (5) consecutive years commencing from the conclusion of this 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company.

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: 28th May, 2019

Sd/-

Abhishek D. Buddhadev
Company Secretary & Compliance Officer
Membership. No. A40267

NOTES:

A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. 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 until 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.
2. The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The business set out in the Notice will also 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.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In terms of Section 152 of the Companies Act, 2013, Dr. Sachin D. Patel, 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 commends his re-appointment.
6. The details of the Directors seeking reappointments under item nos. 2 and 3 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.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
9. 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.
10. Relevant documents, if any, 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.
11. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 21st August, 2019 to Tuesday, 27th August, 2019 (both days inclusive).
12. 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.

13. Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 24, 2019 at 9:00 am and ends on August 26, 2019 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 August 16, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use 10 digit sequence number printed in BOLD at TOP-RIGHT SIDE of the address sticker affixed on this Annual Report.



Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians**
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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:

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, the Company had appointed Mr. Vijay Agarwal (DIN: 00058548) as Independent Director as per the requirement of the Companies Act, 2013 at the 33rd Annual General Meeting of the Company held on September 29, 2014 for a term of 5 years upto the conclusion of 38th Annual General Meeting (Ensuuing AGM).

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

Based on the performance evaluation of the Directors and keeping in view their experience and expertise, re-appointment of Mr. Vijay Agarwal as an Independent Director of the Company is recommended by the Nomination & Remuneration Committee and Board of Directors of the Company at its respective meeting held on May 28, 2019 for a second term as provided in the resolution, and he shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declaration from Mr. Vijay Agarwal confirming that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the said Act for reappointment as Independent Director.

The brief profile of all directors seeking appointment/re-appointment is mentioned in the Annexure to the notice under “**Details of directors seeking appointment/re-appointment**” forming part of this Notice and details of remuneration paid/payable are as provided in the Corporate Governance Report forming part of the Annual Report for 2018-19.

The resolution seeks the approval of members by special resolution for the re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director of the Company for a further term of five years commencing from this 38th Annual General Meeting till 43rd Annual General Meeting of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Except Mr. Vijay Agarwal (DIN: 00058548) being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

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: 28th May, 2019

Sd/-

Abhishek D. Buddhadev
Company Secretary & Compliance Officer
Membership. No. A40267



ANNEXURE TO ITEM NO. 2 and 3 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. Sachin D. Patel	Mr. Vijay Agarwal
Date of Birth	18/01/1975	29/06/1957
Nationality	Indian	Indian
Date of Appointment on the Board	25/10/2008	31-03-2006
Qualifications	PH.D. CChem., University of Cambridge. (U.K.)	B. Com. (Hons) F.C. A
Expertise in specific functional Area	Business Development	He is a Fellow Chartered Accountant of India. He has several years of experience in Tax Advisory Services. He has been in practice for more than 30+ years.
Number of shares held in the Company	7100	Nil
List of the directorships held in other companies*	Themis Medicare Ltd Artemis Biotech Limited. Pharmaceutical Business Group (India) Ltd.	Themis Medicare Ltd. MEP Infrastructure Developers Limited Birla Machining & Toolings Limited Compuage Infocom Limited Madura Garments Lifestyle Retail Company Limited Aditya Birla Money Mart Limited Aditya Birla Sun Life Pension Management Limited ABNL IT & ITES Limited Aditya Birla Insurance Brokers Limited
Number of Board Meetings attended during the year	5	3
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman a) Audit Committee – Nil b) Stakeholder Relationship Committee – Gujarat Themis Biosyn Ltd. Member a) Audit Committee – Themis Medicare Ltd, Gujarat Themis Biosyn Ltd. b) Stakeholder Relationship Committee – Themis Medicare Limited	Chairperson: Nil Member 1. Themis Medicare Ltd. –Audit Committee 2. Compuage Infocom Ltd. -Stakeholders Relationship Committee 3. MEP Infrastructure Developers Ltd. – Audit Committee 4. Compuage Infocom Ltd. - Audit Committee 5. Aditya Birla Money Mart Limited – Audit Committee 6. Aditya Birla Sun Life Pension Management Ltd. - Audit Committee 7. ABNL Investment Limited – Audit Committee 8. Aditya Birla Insurance Brokers Limited – Audit Committee
Relationships between Directors inter-se	Dr. Sachin D. Patel is son of Dr. Dinesh S. Patel, Chairman.	Not Applicable
Remuneration details	Nil	Nil
* Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).		