



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.co.in

27th August, 2019

GTBL/CS/2019-20

BSE Limited.

P. J. Towers, Dalal Street
Mumbai-400001

Dear Sir/Madam,

Sub: Proceedings of 38th Annual General Meeting of Gujarat Themis Biosyn Limited held on 27th August, 2019.

Ref: BSE Scrip Code: 506879

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose gist of proceedings of 38th Annual General Meeting of the Company held on 27th August, 2019.

Kindly take the above intimation on your record.

Thanking You.

Yours Faithfully

For **Gujarat Themis Biosyn Limited**

Abhishek D. Buddhadev

Company Secretary & Compliance Officer

MUMBAI OFFICE : Themis Hosue, 11/12 Udyog Nagar, S.V Road, Goregaon (West), Mumbai – 400 104

Tel .: 91-22-67607080 / 28757836 Fax : 28746621 / 67607019 E-mail : gtblmumbai@gtbl.in Website Address : www.gtbl.in



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Sub- AGM Proceedings

Date, time and Venue of the Meeting:

The 38th Annual General Meeting of Gujarat Themis Biosyn Limited commenced at 12 Noon on Tuesday, 27th August, 2019 at Office of Themis Medicare Limited at Plot No. 69-A, GIDC Indl. Estate, Vapi, Dist. Valsad, Gujarat – 396195. The meeting concluded at 12.25 p.m. on same day.

Brief details of items deliberated at the Meeting and results thereof:

1. Dr. Dinesh S. Patel, Chairman of the Company, chaired the proceedings of the Meeting.
2. Forty Seven (47) Members were present in person or through representative for the Body Corporate.
3. The requisite quorum being present as per Section 103 of the Companies Act, 2013, the Chairman commenced the proceedings of the meeting.
4. Three (3) Directors were present to the Meeting.
5. Mr. Vijay Agarwal, Chairman of Audit Committee and Nomination and remuneration Committee was present to attend meeting as per Regulation 18(1) (d) of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Dr. Sachin D. Patel, Chairman of Stakeholders Relationship Committee was present as per clause 4.1.1 of the Secretarial Standards-2 on General Meetings
7. Mr. Amit Maheshwari, representative of M/s. GMJ & Co., Chartered Accountants, the Statutory Auditors of the Company was present as per section 146 of the Companies Act, 2013.
8. The Chairman further informed that remote e-voting period had begun on Saturday, 24th August, 2019 (9.00 am) and ended on Tuesday, 26th August, 2019 (5.00 pm).
9. Mr. Ketan Shirwadkar, Proprietor of M/s. KRS & Co., Practicing Company Secretaries, Secretarial Auditor, was present as required under the provisions of Secretarial Standards 2 on General Meeting. He was also appointed as Scrutinizer for conducting E-voting and poll at the Meeting.
10. On the request of Chairman, Mr. Ketan Shirwadkar, scrutinizer explained the procedure of voting through Ballot Paper (Polling Paper), which was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting.
11. With the permission of the members, notice of the meeting was taken as read.
12. The Chairman updated the members present about the business activities of the Company.

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13. The following items of business as set out in the Notice calling the Meeting were put for shareholders' approval:

ORDINARY BUSINESS:

- I. Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Auditors' Report and Directors' Report thereon.
- II. Re-appointment of Dr. Sachin D. Patel, (DIN: 00033353) who retired by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

- III. 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. **(Profile of Mr. Vijay Agarwal is enclosed herewith an Annexure-1)**

The Chairman declared that the result of e-voting and poll shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company, within 48 hours of the conclusion of the Meeting.

Method of Approval:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "listing Regulations"), the Company had provided remote e-voting facility to its members to cast votes electronically, on all the resolutions set out in the Notice.

Further, the facility for voting through Ballot Paper (Polling Paper) was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting.

14. All the resolutions set out in the Notice calling the Annual General Meeting were passed with the requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. 27th August, 2019.

For GUJARAT THEMIS BIOSYN LIMITED

Abhishek D. Buddhadev

Company Secretary & Compliance Officer

Place: Vapi
Date: 27th August, 2019



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ANNEXURE I

Disclosures pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015 read with SEBI circular no CIR/CFD/CMD/4/2015 dated 09th September, 2015.

1. Mr. Vijay Agarwal

1.	Reason for change	:	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.
2.	Date of Re- appointment	:	27 th August, 2019
3.	Brief Profile	:	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.
4.	Disclosure of relationships between directors (in case of appointment of a director).	:	Not Applicable

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