

To
The Board of Directors Gujarat
Themis Biosyn Limited
Plot No 69C, G.I.D.C Industrial Estate,
Vapi district Valsad,
Gujarat -396 195

Independent Auditor's Certificate on the accounting treatment contained in the Scheme of Amalgamation of Gujarat Themis Biosyn Limited with Themis Medicare Limited and their respective shareholders and creditors under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 ("Scheme")

We, the statutory auditors of **Gujarat Themis Biosyn Limited** (hereinafter referred to as the "**Company**") have examined the proposed accounting treatment specified in Clause 9 of the Draft Scheme of Amalgamation between **Gujarat Themis Biosyn Limited** ("**Transferor Company**") with **THEMIS MEDICARE LIMITED** ("**Transferee Company**") (hereinafter collectively referred to as the "**Companies**") and their respective shareholders and creditors under Section 230 to 232 and related provisions of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 and other Generally Accepted Accounting Principles.

The certificate is addressed to the Board of Directors of the Company solely for the purpose of enabling them to comply with the provisions of Section 230 to 232 of the Act read with Rules made thereunder and for onward submission to the BSE Limited, the National Stock Exchange of India, jurisdictional National Company Law Tribunal and other regulatory authorities in relation to the proposed Scheme, as may be applicable. This certificate should not be used for any other purpose or to be distributed to any other parties without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For GMJ & Co,
Chartered Accountants
FRN: 103429W

AMIT
MAHESHWARI

Digitally signed by
AMIT MAHESHWARI
Date: 2024.11.18
14:38:07 +05'30'

Amit Maheshwari
Partner
M. No. 428706
UDIN: 244287 06BKFN PG8882

Place : Mumbai
Date : November 18, 2024