



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: hmr@gtbl.co.in

GTBL: CS: 2019-20

28th August, 2019

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

Dear Sir/Madam,

Sub: Disclosure Regarding Voting Results of 38th Annual General Meeting (AGM) of the Company as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: BSE Scrip Code: 506879

As per the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, given below are the details of the voting results of the 38th Annual General Meeting (AGM) of the Company, held on Tuesday, 27th August, 2019 which commenced at 12.00 Noon and concluded at 12:25 p.m. at the Office of Themis Medicare Limited at 69/A, GIDC Industrial Estate, Dist. Valsad, Vapi – 396 196, Gujarat as per the prescribed format under the said regulation.

Further, consolidated Scrutinizer's Report on remote e-voting and poll is also enclosed herewith.

Thanking You.

Yours Faithfully,
For **Gujarat Themis Biosyn Limited**



Abhishek D. Buddhadev
Company Secretary & Compliance Officer

General information about company	
Scrip code	506879
NSE Symbol	
MSEI Symbol	
ISIN	INE942C01029
Name of the company	GUJARAT THEMIS BIOSYN LTD.
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-08-2019
Start time of the meeting	12:00 PM
End time of the meeting	12:25 PM

Scrutinizer Details	
Name of the Scrutinizer	Mr. Ketan Ravindra Shirwadkar
Firms Name	KRS AND CO.
Qualification	CS
Membership Number	37829
Date of Board Meeting in which appointed	28-05-2019
Date of Issuance of Report to the company	27-08-2019

Voting results	
Record date	16-08-2019
Total number of shareholders on record date	7381
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	42
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10895745	7039650	64.6092	7039650	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		10895745	7039650	64.6092	7039650	0	100
Public- Institutions	E-Voting	4900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		4900	0	0	0	0	0
Public- Non Institutions	E-Voting	3628057	33292	0.9176	33292	0	100	0
	Poll		1960	0.054	1960	0	100	0
	Postal Ballot (if applicable)							
	Total		3628057	35252	0.9716	35252	0	100
Total		14528702	7074902	48.696	7074902	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10895745	7039650	64.6092	7039650	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		10895745	7039650	64.6092	7039650	0	100
Public-Institutions	E-Voting	4900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		4900	0	0	0	0	0
Public- Non Institutions	E-Voting	3628057	33292	0.9176	33292	0	100	0
	Poll		1960	0.054	1960	0	100	0
	Postal Ballot (if applicable)							
	Total		3628057	35252	0.9716	35252	0	100
Total		14528702	7074902	48.696	7074902	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10895745	7039650	64.6092	7039650	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	10895745	7039650	64.6092	7039650	0	100	0
Public- Institutions	E-Voting	4900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	4900	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3628057	33292	0.9176	33292	0	100	0
	Poll		1960	0.054	1960	0	100	0
	Postal Ballot (if applicable)							
	Total	3628057	35252	0.9716	35252	0	100	0
Total		14528702	7074902	48.696	7074902	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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FORM MGT-13

REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
38th Annual General Meeting of Equity Shareholders of,
GUJARAT THEMIS BIOSYN LIMITED,
Held at 12 Noon at the office of Themis Medicate Limited at Plot No. 69/A,
GIDC Industrial Estate, Vapi -396195,
Dist.-Valsad, Gujarat

Dear Sir,

I, C.S. Ketan Ravindra Shirwadkar, Proprietor **KRS AND CO.**, Practicing Company Secretaries, Mumbai, who have been appointed as Scrutinizer by the Board of Directors of **Gujarat Themis Biosyn Ltd** ("the Company") vide resolution dated 28th May 2019, for the purpose of Scrutinizing the Remote e-voting and for conducting and scrutinizing the Poll process at the 38th Annual General Meeting ("38TH AGM"), and ascertaining the requisite majority on Remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the 38th AGM of the Equity Shareholders of the Company held on Tuesday 27th August 2019 at the office of Themis Medicare Limited at Plot No. 69/AGIDC Industrial Estate Vapi-396195, Dist.Valsad, Gujarat state that:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on resolutions contained in the Notice of the 38th AGM of the members of the Company. My responsibility as a scrutinizer is restricted to ensure that the voting process both through Remote e-voting and physical mode at the meeting are conducted in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the vote cast "in favour" or "against" resolutions as stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd ("CDSL"), the authorizing agency providing e-voting facilities.



2. Further to the above I submit my Report as under:

- The Company has provided the Remote e-voting facility through CDSL on their website www.evotingindia.com . The Company had uploaded all the items of business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their votes through Remote e-voting.
- The notice was sent through email and physical form, contained the detailed procedure to be followed by the members who are desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration), Rules 2014.
- As prescribed in the said Rules, the Company has also published an advertisement on 6th August 2019 in 'Western Times' (English) and 'Western Times' (Gujarati), which carried the required information as specified in the said Rules.
- The Members holding shares or beneficial interest in the shares, as on 16th August 2019 ("cut-off date"), were entitled to vote on the resolutions stated in the 38th AGM of the Company.
- The Company has arranged the Poll papers and the same were distributed to members and proxies present at the meeting. In case of joint holders, the poll paper was given to the first named holder or in his/her absence to the joint holder attending the meeting as appearing in the chronological order in the folio.
- I have kept a record of the Poll papers received in response to the poll by initialling it. I have ensured that the empty ballot boxes were duly locked and sealed in my presence with due identification marks placed by me in the presence of members and proxies.
- The ballot boxes were opened in my presence and in the presence of two persons, Mr. Nitesh Pangle and Mr. Savan Patel, as witnesses, after the voting process was over. The poll papers were diligently scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



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- There was no poll paper which was incomplete and/or which was otherwise found defective.
- The Remote e-voting commenced from Saturday 24th August 2019 at 9:00 AM and ended on Monday 26th August 2019 at 5:00 PM.
- The votes cast were unblocked on 27th August 2019 at 12.33 P.M. in the presence of two witnesses, Mr. Nitesh Pangle and Mr. Savan Patel, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Nitesh Pangle



Mr. Savan Patel

- The Remote e-voting data was scrutinized by me for verification of vote cast in “favour”, “against” the respective resolutions.
- Thereafter the details containing, inter alia, list of equity shareholders who voted “For”, “Against” each of the resolutions that were put to vote, were generated from the e voting website of CDSL i.e., www.evotingindia.com.
- The consolidated result of the Remote e-voting exercised and the poll process held at the 38th AGM is as under:

ITEM 1:- AS AN ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the reports of the Board of Directors and Auditors thereon:

(1) Voted in favour of Resolution

Mode of Voting	Number of members present and voting (in person or in case of physical poll by proxy)	Number of votes cast by them	% of total number of valid vote cast
Remote e-voting	32	7072942	99.97%
Physical poll	16	1960	0.03%
Total	48	7074902	100%

(2) Voted against the Resolution

Mode of Voting	Number of members present and voting (in person or in case	Number of votes cast by them	% of total number of valid vote cast

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	of physical poll by proxy)		
Remote e-voting	Nil	Nil	Nil
Physical poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(3) Invalid Votes

Mode of Voting	Number of members present and voting (in person or in case of physical poll by proxy)	Number of votes cast by them	% of total number of valid vote cast
Remote e-voting	Nil	Nil	Nil
Physical poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

ITEM 2:- AS AN ORDINARY RESOLUTION

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:

(1) Voted in favour of Resolution

Mode of Voting	Number of members present and voting (in person or in case of physical poll by proxy)	Number of votes cast by them	% of total number of valid vote cast
Remote e-voting	32	7072942	99.97%
Physical poll	16	1960	0.03%
Total	48	7074902	100%

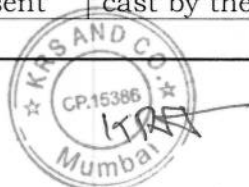
(2) Voted against the Resolution

Mode of Voting	Number of members present and voting (in person or in case of physical poll by proxy)	Number of votes cast by them	% of total number of valid vote cast
Remote e-voting	Nil	Nil	Nil
Physical poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(3) Invalid Votes

Mode of Voting	Number of members present	Number of votes cast by them	% of total number of valid

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	and voting (in person or in case of physical poll by proxy)		vote cast
Remote e-voting	Nil	Nil	Nil
Physical poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

ITEM 3:- AS A SPECIAL RESOLUTION

To re-appoint 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;

(1) Voted in favour of Resolution

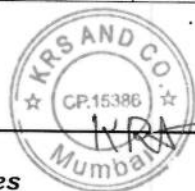
Mode of Voting	Number of members present and voting (in person or in case of physical poll by proxy)	Number of votes cast by them	% of total number of valid vote cast
Remote e-voting	32	7072942	99.97%
Physical poll	16	1960	0.03%
Total	48	7074902	100%

(2) Voted against the Resolution

Mode of Voting	Number of members present and voting (in person or in case of physical poll by proxy)	Number of votes cast by them	% of total number of valid vote cast
Remote e-voting	Nil	Nil	Nil
Physical poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(3) Invalid Votes

Mode of Voting	Number of members present and voting (in person or in case of physical poll by proxy)	Number of votes cast by them	% of total number of valid vote cast
Remote e-voting	Nil	Nil	Nil
Physical poll	Nil	Nil	Nil
Total	Nil	Nil	Nil



3. Register containing list of equity shareholder who voted "for", "against" and those whose votes were declared invalid under e-voting and ballot form is enclosed.
4. I shall hand over the poll papers and other related papers/registers and records for safe custody to Mr. Abhishek D. Buddhadev, Company Secretary of the Company, who is authorized by the Board to supervise the entire voting process after the Chairman approves and signs the minutes of the meeting.
5. You may accordingly declare the results of the voting by Remote e-voting and physical poll form.
6. The above mentioned resolutions are deemed to be passed with requisite majority as on the date of the 38th AGM.

Thanking you,

Place: Vapi
Date: 27th August 2019



For KRS AND CO.
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A handwritten signature in black ink, appearing to read "Ketan".

Mr. Ketan R Shirwadkar
Proprietor
Mem No. 37829
COP No.15386

Counter signed and received the report

A handwritten signature in black ink, appearing to read "Dinesh S. Patel".

Dr. Dinesh S. Patel
Chairman