

KRS AND CO.

PRACTICING COMPANY SECRETARIES

BLDG NO.123, C-101, MAYUR CHS, TILAKNAGAR, CHEMBUR, MUMBAI-89
TEL NO. 9833556916/9987839508 | EMAIL – pcskrshirwadkar@gmail.com

To,
The Chairman
Gujarat Themis Biosyn Limited
L24230GJ1981PLC004878
69/C, GIDC Industrial Estate,
Vapi, Dist, Valsad,
Gujarat - 396195

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 (to the extent applicable)

Gujarat Themis Biosyn Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on Friday 7th February, 2020, appointed Mr. Ketan Shirwadkar, Company Secretary and Proprietor of KRS AND CO., Practicing Company Secretaries, Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 (to the extent applicable) ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by permitted mode, for passing of the Resolutions for;

A) Resolution No. 1: Special Business – Special Resolution

Approval of Gujarat Themis Biosyn Limited – Employee Stock Option Scheme 2020 ("GTBL – ESOS 2020") and grant of Employees Stock Options to the Employees of the Company thereafter;

The Company also provided the e-Voting facility to the Shareholders of the Company as offered by Central Depository Services (India) Limited (CDSL) as required under Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach at the address of Link Intime (I) Private Ltd., Registrars and Transfer Agents of the Company not later

than 5.00 p.m. on Sunday, 19th April, 2020 or cast their votes through e-Voting on the basis of password provided to them by CDSL from 9.00 am on Saturday, 21st March, 2020 till 5.00 p.m. on Sunday, 19th April, 2020.

In the wake of COVID-19 Pandemic no physical ballot forms were received by Link Intime (I) Private Ltd., Registrars and Transfer Agents of the Company, till the closing hours of 5.00 p.m. on Sunday 19th April, 2020. In view of the same, a summary of e-Voting confirmations with their pattern of voting is as per **Annexure 1** annexed to this Report.

The results of the voting by shareholders through Postal Ballots and e-Voting in respect of the above mentioned Resolution may accordingly be declared by the Chairman.

Thanks and Regards,

**For KRS AND CO.
Practicing Company Secretaries**

**S/d-
Mr. Ketan R Shirwadkar
Proprietor
ACS No. 37829
COP No. 15386
UDIN: A037829B000169224**

**Date: 21st April, 2020
Place: Mumbai**

Annexure I

The summary of the Postal Ballot Forms (PBF) / e-Voting confirmations received is given below:

A) Resolution No. 1: Special Business – Special Resolution

Approval of Gujarat Themis Biosyn Limited – Employee Stock Option Scheme 2020 (“GTBL – ESOS 2020”) and grant of Employees Stock Options to the Employees of the Company thereafter;

| Sr. No. | Particulars | No. of Ballots Remote e-Voting confirmation | No. of Shares voted |
|----------------|---|--|----------------------------|
| a. | Votes casted through ballots | NIL | NIL |
| b. | Remote e-voting confirmations received | 21 | 7176488 |
| | Total | 21 | 7176488 |
| c. | Less: Invalid Ballots / Remote e-voting confirmations | NIL | NIL |
| d. | Net Valid Ballots / Remote e-voting confirmations | 21 | 7176488 |
| | (i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution | 21 | 7176488 |
| | % of Assent | 100% | |
| | (ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution | NIL | NIL |
| | % of Dissent | NIL | |

From the above summary it is concluded that resolution no. 1 has been passed with 100% majority.

Thanks and Regards,

**For KRS AND CO.
Practicing Company Secretaries**

**Counter Signed By
For Gujarat Themis Biosyn Limited**

**S/d-
Mr. Ketan R Shirwadkar
Proprietor
ACS No. 37829
COP No. 15386
UDIN: A037829B000169224**

**S/d-
Mr. Dinesh S. Patel
Chairman
DIN: 00033273**

**Date: 21st April, 2020
Place: Mumbai**