



November 21, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 530199

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Gujarat Themis Biosyn Limited (“Amalgamating Company”) with Themis Medicare Limited (“Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)

Compliance report as per Securities and Exchange Board of India’s (“SEBI”) Master Circular dated June 20, 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 (“SEBI Master Circular”)

It is hereby certified that the draft Scheme of Amalgamation of Gujarat Themis Biosyn Limited (“Amalgamating Company”) with Themis Medicare Limited (“Amalgamated Company”) and their respective shareholders and creditors (“Scheme”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of	Corporate governance requirements	Complied
2	Regulation 11 of LODR	Compliance with securities laws	Complied
Requirements of the SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied

Themis Medicare Limited

Corporate Office : 11/12, Udyog Nagar, S. V. Road, Goregaon (West), Mumbai - 400 104 India

Tel. : 91-22-6760 7080 • **Fax :** 91-22-6760 7070 / 2874 6621

Regd. Office : Plot No. 69-A, G.I.D.C. Industrial Estate, Vapi - 396 195. Gujarat

CIN No.: L24110GJ1969PLC001590 • **Tel / Fax No.:** **Regd. Off. :** 0260 2431447 / 2430219

• **E-mail :** themis@themismedicare.com • **Website :** www.themismedicare.com



THEMIS

 M E D I C A R E

(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Since the Amalgamating Company and the Amalgamated Company are listed entities, no unlisted entities are involved in the scheme. Hence, the requirement mentioned in Para (I)(A)(2) is not applicable.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the share exchange ratio report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied Copy of the certificates issued by the statutory auditors of the Amalgamating Company and the Amalgamated Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act 2013 and accounting standards framed thereunder is enclosed as part of this application.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Amalgamated Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time.

For Themis Medicare Limited


 Pradeep Chandan
 Company Secretary

For Themis Medicare Limited

Dr. Sachin D. Patel
 Managing Director

Themis Medicare Limited

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Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation of Gujarat Themis Biosyn Limited ("Amalgamating Company") with Themis Medicare Limited ("Amalgamated Company") and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

For Themis Medicare Limited

Tushar J. Dalal
Chief Financial Officer

For Themis Medicare Limited

Dr. Sachin D. Patel
Managing Director

Themis Medicare Limited

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