



TML/BSE/NSE/2025-26/50

13th February, 2026

Corporate Relationship Department

BSE Limited

25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code – 530199

Listing Department

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
Symbol: THEMISMED

Sir / Madam,

Sub: Outcome of the Board Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Meeting Commencement time : 02: 30 P.M.
Meeting Conclusion Time : 06: 15 P.M.

Pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the Board of Directors of the Company, at its meeting held today i.e. on Friday, 13th February, 2026, have transacted the following business:

1. Considered and approved the Un-Audited Standalone and Consolidated Financial Results for the quarter and nine months ended 31st December, 2025 together with the Limited Review Report of the Statutory Auditors, M/s. Krishna & Co., Chartered Accountants which are attached herewith.
2. Noted the resignation of Mr. Pradeep M. Chandan from the position of Company Secretary, Compliance Officer & Key Managerial Personnel (KMP) w.e.f. 13th February, 2026. (Details mentioned in the attached Annexure A).
3. Considered and approved the appointment of Mr. Nagraj Mogaveera as Interim Company Secretary, Compliance Officer & KMP in place of Mr. Pradeep M. Chandan w.e.f. 14th February, 2026. (Details mentioned in the attached Annexure B).
4. Considered and approved the proposal for issuance of convertible equity warrants, convertible into equity shares of the Company to Promoter / Promoter Groups by way of preferential allotment in one or more tranches or any other mode or combination thereof as may be permitted in accordance with applicable provisions of law. The issue of convertible equity warrants shall be subject to receipt of necessary regulatory/statutory approvals, including approval of the shareholders of the Company, which will be sought at the appropriate time. In this regard, the Board has constituted a Preferential Issue Committee to decide and finalize the terms and conditions of the proposed issue and to take such steps as may be necessary to give effect to the above. (Details mentioned in the attached Annexure C).

Themis Medicare Limited

Corporate Office: 11/12 Udyog Nagar, S V Road, Goregaon (W), Mumbai – 400 104, India

***Tel.:** 91-22-67607080 ***Fax:** 91-22-67607070/ 28746621

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

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

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



The constitution of preferential issue committee is as under.

Sr. No .	Name	Designation
1	Mr. Shishir Dalal	Independent Director
2	Mr. Nikunt Raval	Independent Director
3	Mr. Rajneesh Anand	Non-Executive Director

Further details, as required under applicable regulations, will be submitted to the Stock Exchanges in due course.

5. The Board of Directors has approved inter-se transfer up to 3% of the paid-up equity share capital of Gujarat Themis Biosyn Limited (GTBL) held by Themis Medicare Limited, forming part of the Promoter / Promoter Group, to another Promoter or Promoter Group to be executed at the prevailing market price on the date of execution of the transaction, in accordance with applicable provisions of SEBI Regulations and other applicable laws. The said transaction is an internal transfer within the Promoter / Promoter Group and will not result in any change in control or overall Promoter and Promoter Group shareholding of the Company. (Details mentioned in the attached Annexure D).

We request you to take the above information / details on record please.

Thanking you,

Yours faithfully,

For **THEMIS MEDICARE LIMITED**

Pradeep Chandan
Director – Legal, Compliance & Company Secretary

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ANNEXURE A

Sr. No	Particulars	Details
1.	Reason for change- resignation	Resignation: Mr. Pradeep Chandan has tendered his resignation from the position of Company Secretary, Compliance Officer & KMP due to other professional commitments with effect from 13 th February, 2026.
2.	Date of Resignation	13 th February, 2026
3.	Brief Profile (in case of appointment)	Not Applicable
4.	Disclosure of relationship between Directors (in case of appointment)	Not Applicable

Annexure B

Sr. No	Particulars	Details
1.	Reason for change-Appointment.	Appointment: The Board of Directors have approved the appointment of Mr. Nagraj Mogaveera as the Interim Company Secretary, Compliance Officer and Key Managerial Personnel (KMP) of the Company with effect from 14 th February, 2026 consequent to the resignation of Mr. Pradeep M. Chandan.
2.	Date of Appointment	14 th February, 2026
3.	Brief Profile (in case of appointment)	Mr. Nagraj is a qualified Company Secretary and a member of the Institute of Company Secretaries of India (ICSI), with post qualification experience of 8 years in Company Secretarial, Corporate Governance, Compliances including listed company compliances, SEBI Regulations & other Company Secretarial matters. He has previously worked with

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		Maximaa Systems Limited, a Mumbai-based public listed pharmaceutical Company, where he handled Company Secretarial matters, statutory compliances, corporate governance & other regulatory matters. Currently, Mr. Nagraj is working in the role of Deputy CS and Compliance with the Company. He possesses the requisite qualifications & experience to discharge the responsibilities.
4.	Disclosure of relationship between Directors (in case of appointment)	Not Applicable

Annexure C

A detailed disclosure in adherence to Listing Regulations read with SEBI Circulars No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November, 2024 and No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated 31st December, 2024

Sr. No.	Particulars	Disclosure
a.	Type of securities proposed to be issued (viz. equity shares, convertibles securities etc.)	Issue of convertible equity warrants in accordance with the applicable law in one or more tranches.
b.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential allotment
c.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Up to 4.99% of total shareholding equivalent to 45,95,795 equity shares and the total amount will be decided at the time of allotment.
d.	in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): (i) names of the investors; (ii) post allotment of securities - outcome of the subscription, (iii) issue price / allotted price. (in case of convertibles),	To be decided by preferential issue committee

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	<p>(iv) Number of investors;</p> <p>(v) in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;</p>	
e.	<p>in case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s):</p> <p>(i) whether bonus is out of free reserves created out of profits or share premium account;</p> <p>(ii) bonus ratio;</p> <p>(iii) details of share capital - pre and post bonus issue;</p> <p>(iv) free reserves and/ or share premium required for implementing the bonus issue;</p> <p>(v) free reserves and/ or share premium available for capitalization and the date as on which such balance is available;</p> <p>(vi) whether the aforesaid figures are audited;</p> <p>vii. estimated date by which such bonus shares would be credited/dispatched</p>	Not applicable
f.	<p>in case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):</p> <p>(i) name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;</p> <p>(ii) proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;</p> <p>(iii) proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's;</p> <p>(iv) issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);</p> <p>(v) change in terms of FCCBs, if any;</p> <p>(vi) details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);</p>	Not applicable
g.	<p>in case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s):</p> <p>(i) size of the issue;</p> <p>(ii) whether proposed to be listed? If yes, name of the stock exchange(s);</p> <p>(iii) tenure of the instrument - date of allotment and date of maturity;</p>	Not applicable

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	(iv) coupon/interest offered, schedule of payment of coupon/interest and principal; (v) charge/security, if any, created over the assets; (vi) special right/interest/privileges attached to the instrument and changes thereof; (vii) delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal; (viii) details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any; (ix) details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures.	
h.	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not applicable

Annexure D

Sr. No.	Particulars	Disclosure
a	Amount and percentage of turnover / revenue / income and net worth contributed by the undertaking / subsidiary / associate	Not Applicable – The transaction pertains to inter-se transfer of equity shares.
b	Date on which agreement for sale has been entered into	No definitive agreement executed as on date. Transaction will be executed in due course
c	Expected date of completion	To be completed upon execution of transaction in accordance with applicable SEBI Regulations
d	Consideration received	Consideration will be determined at the prevailing market price on the date of execution of the transaction
e	Brief details of buyers and promoter classification	Shares proposed to be transferred to a Promoter / Promoter Group. Details will be disclosed upon execution.
f	Whether transaction is a Related Party Transaction and arm's length	Yes, a related party transaction under LODR. Transaction is inter-se transfer within Promoter / Promoter Group at market price
g	Whether sale / disposal is outside Scheme of Arrangement and compliance with Reg 37A	Not Applicable
h	Slump sale disclosures	Not Applicable

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THEMIS MEDICARE LTD

CIN NO : L24110GJ1969PLC001590

Regd. Off. Plot No. 69-A, GIDC Indl, Estate, Vapi - 396195, Dist Valsad,
Gujarat. (T) 0260-2431447 / 0260-2430219,

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

Email ID : themis@themismedicare.com. Website Address : www.themismedicare.com.

Statement of Unaudited Standalone Financial Results for the quarter and nine months ended 31st December 2025.

(Amount in INR Lakhs)

	Particulars	3 months ended	Preceeding 3 months ended	Corresponding 3 months ended	Year to date figures for the current period ended	Year to date figures for the previous period ended	Year Ended
		31/12/2025	30/09/2025	31/12/2024	31/12/2025	31/12/2024	31/03/2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	Income:						
1	Revenue from Operations (Net)	9,013.32	7,799.41	9,380.63	26,570.50	33,381.00	40,551.16
2	Other income	128.23	323.64	102.17	569.46	311.76	466.95
3	Total Income (1+2)	9,141.55	8,123.05	9,482.80	27,139.96	33,692.76	41,018.11
4	Expenses:						
	(a) Cost of materials consumed	1,449.53	1,610.83	1,275.67	4,303.35	5,733.35	7,630.85
	(b) Purchases of Stock-in-Trade	1,163.49	1,822.81	2,250.66	5,153.88	5,736.86	7,366.65
	(c) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	304.71	(1,019.09)	(676.54)	1,114.89	(329.97)	(1,798.44)
	(d) Employee benefits expense	2,267.66	2,493.10	2,495.41	7,245.67	7,092.49	9,637.58
	(e) Finance costs	274.97	276.49	278.82	798.48	758.89	1,003.93
	(f) Depreciation and amortization expense	259.30	257.45	254.03	772.03	739.72	992.87
	(g) Other expenses	2,848.13	3,200.52	3,182.52	9,089.42	9,664.37	12,808.31
	Total Expenses (II)	8,567.79	8,642.11	9,060.57	28,477.72	29,395.71	37,641.75
5	Profit/(loss) before exceptional items and tax (3-4)	573.76	(519.06)	422.23	(1,337.76)	4,297.05	3,376.36
6	Exceptional items [net] :						
	Impact of Labour Codes (Refer Note No. 4 (i))	(86.53)	-	-	(86.53)	-	-
	Investments in wholly owned Subsidiary Company w/off (Refer Note No. 4(ii))	-	-	-	(129.39)	-	-
7	Profit/(Loss) before tax (5+6)	487.23	(519.06)	422.23	(1,553.68)	4,297.05	3,376.36
8	Tax expense:						
	(a) Current Tax	-	-	115.00	-	1,080.00	830.00
	(b) Deferred Tax	29.42	16.49	(0.89)	61.43	50.42	154.21
9	Profit/ (Loss) for the Period (7-8)	457.81	(535.55)	308.12	(1,615.11)	3,166.63	2,392.15
10	Other Comprehensive Income						
	(a i) Items that will not be reclassified to profit & loss	(69.41)	(10.32)	(2.54)	(90.06)	(7.62)	(41.30)
	(a ii) Income tax relating to items that will not be reclassified to profit or loss	17.47	2.60	0.64	22.67	1.92	10.40
	(b) Items that will be reclassified to profit & loss	-	-	-	-	-	-
11	Total comprehensive income for the period (9+10)	405.87	(543.27)	306.22	(1,682.50)	3,160.93	2,361.25
12	Paid up Equity Share Capital (Face Value of Rs.1/- per Equity Share)	921.00	920.40	920.40	921.00	920.40	920.40
13	Other Equity (Excluding Revaluation Reserve)						27,811.14
	Earnings per share (EPS) (of Rs. 1 each)						
	(a) Basic	0.50	(0.58)	0.33	(1.75)	3.44	2.60
	(b) Diluted	0.50	(0.58)	0.33	(1.75)	3.43	2.59



THEMIS MEDICARE LIMITED

NOTES :

- 1) The above Unaudited Financial Results were reviewed by the Audit Committee and have been considered and approved by the Board of Directors at its respective meeting held on February 13, 2026.
- 2) The above financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act , 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Rules, 2016.
- 3) The Company operates in a single Business segment i.e Pharmaceuticals and hence does not have any reportable business segments as per Indian Accounting Standard (Ind AS) 108 - "Operating Segments".
- 4) (i) On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the best information available and consistent with the guidance provided by the Institute of Chartered Accountants of India.

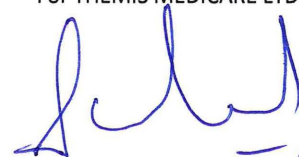
Considering the regulatory-driven and non-recurring nature of this impact, the Company has presented such incremental impact under Exceptional Items amounting to Rs. 86.53 lacs in the standalone financial results for the quarter and period ended December 31, 2025. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

(ii) The company has received an approval for struck off M/s. Carpo Medicals Limited (UK), a wholly owned subsidiary company by issue of a gazette notification on 01st April 2025 for dissolution w.e.f 14th April 2025 by the Company House, UK. Accordingly, the company has provided for Investment Rs. 0.76 lacs and Receivable and advances amounting to Rs. 128.63 Lacs in the Financial Statement as the Company is in the process of obtaining approval from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act (FEMA), 1999, for writing off the said investments.

The company has disclosed the Investments, receivables and advances provided for, as an exceptional item in the Statement of Profit and Loss in accordance with Ind AS 1 and applicable accounting principles. Subject to approvals from RBI for striking off the said foreign subsidiary, as per the provisions of the FEMA and applicable ODI regulations, the amounts will be written-off.

- 5) Figures for the corresponding previous year/period have been regrouped/rearranged, wherever necessary, to make them comparable.

By Order of the Board
For THEMIS MEDICARE LTD



Dr. SACHIN PATEL
(Managing Director & CEO)
(DIN No. 00033353)



Place : Mumbai
Date : 13th February, 2026

**INDEPENDENT AUDITORS' REVIEW REPORT ON THE UNAUDITED
STANDALONE QUARTERLY AND YEAR -TO-DATE FINANCIAL RESULTS OF THE
COMPANY PURSUANT TO REGULATION 33 OF THE SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015, AS
AMENDED**

Review Report to -

The Board of Directors

THEMIS MEDICARE LIMITED

1. We have reviewed the accompanying statement of unaudited standalone financial results of THEMIS MEDICARE LIMITED ("the Company") for the quarter ended quarter ended 31st December 2025 and year to date results for the period 1st April 2025 to 31st December 2025 ("the Statement") and being submitted by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (the "Listing Regulations").
2. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors of the company at their meeting held on 13th February 2026 and has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("IndAS 34") prescribed under Section 133 of the Companies Act 2013 and other Accounting Principles generally accepted in India and in compliance with Regulation 33 of Listing Regulations. Our responsibility is to issue a report on the statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying the analytical and other review procedures and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies thereon, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Krishaan & Co.,
Firm Reg. No.001453S
Chartered Accountants

K. Sundarajan

K Sundarajan
Partner
Membership No. 208431
UDIN: 26208431KIQARNM6438



Date : 13th February 2026
Place: Mumbai

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Statement of Unaudited Consolidated Financial Results for the quarter and nine months ended 31st December 2025.

(Amount in INR Lakhs)

	Particulars	3 months ended	Preceeding 3 months ended	Corresponding 3 months ended	Year to date figures for the current period ended	Year to date figures for the previous period ended	Year Ended
		31/12/2025	30/09/2025	31/12/2024	31/12/2025	31/12/2024	31/03/2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	Income:						
1	Revenue from Operations (Net)	9,013.32	7,799.41	9,380.63	26,570.50	33,381.00	40,551.16
2	Other income	128.23	323.64	102.17	569.46	311.76	466.95
3	Total Income (1+2)	9,141.55	8,123.05	9,482.80	27,139.96	33,692.76	41,018.11
	Expenses:						
	(a) Cost of materials consumed	1,449.53	1,610.83	1,275.67	4,303.35	5,733.35	7,630.85
	(b) Purchases of Stock-in-Trade	1,163.49	1,822.81	2,250.66	5,153.88	5,736.86	7,366.65
	(c) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	304.71	(1,019.09)	(676.54)	1,114.89	(329.97)	(1,798.44)
	(d) Employee benefits expense	2,267.66	2,493.10	2,495.41	7,245.67	7,092.49	9,637.58
	(e) Finance costs	274.97	276.49	278.81	798.48	758.92	1,003.95
	(f) Depreciation and amortization expense	259.30	257.45	254.03	772.03	739.72	992.87
	(g) Other expenses	2,848.13	3,200.52	3,182.53	9,089.84	9,665.02	12,809.70
	Total Expenses (II)	8,567.79	8,642.11	9,060.57	28,478.14	29,396.39	37,643.16
5	Profit/ (Loss) before exceptional items, share of Profit/(Loss) of associates and joint venture and tax (3-4)	573.76	(519.06)	422.23	(1,338.18)	4,296.37	3,374.95
6	Exceptional item [net] :						
	Impact of Labour Codes (Refer Note No. 4)	(86.53)	-	-	(86.53)	-	-
7	Profit/ (Loss) before share of Profit/ (Loss) of associates and joint venture and tax (5+6)	487.23	(519.06)	422.23	(1,424.71)	4,296.37	3,374.95
8	Add: Share of Profit/ (Loss) of associates and a joint venture for the Period	551.55	173.99	(256.19)	711.97	783.78	592.54
9	Profit/ (Loss) before tax (7 + 8)	1,038.78	(345.07)	166.04	(712.74)	5,080.15	3,967.49
10	Tax expense:						
	(a) Current Tax	-	-	115.00	-	1,080.00	830.00
	(b) Deferred Tax	29.42	16.49	(0.89)	61.43	50.42	154.21
11	Profit/ (Loss) for the Period (9-10)	1,009.36	(361.56)	51.93	(774.17)	3,949.73	2,983.28
	Attributable to :						
	Equity holders of the Parent	1,009.36	(361.56)	51.93	(774.16)	3,949.74	2,983.30
	Non - Controlling interests	-	-	-	(0.01)	(0.01)	(0.02)
12	Other Comprehensive Income						
	(a i) Items that will not be reclassified to profit & loss	(69.41)	(10.32)	(2.54)	(90.06)	(7.62)	(41.30)
	(a ii) Income tax relating to items that will not be reclassified to profit or loss	17.47	2.60	0.64	22.67	1.92	10.40
	(a iii) Share of Other Comprehensive Income of Associates and Joint Ventures accounted using equity method	(0.57)	0.30	(1.94)	0.02	(0.17)	1.18
	(b) Items that will be reclassified to profit & loss	-	0.01	-	4.65	(0.72)	0.07
13	Total comprehensive income for the period (11+12)	956.85	(368.97)	48.09	(836.89)	3,943.14	2,953.63
	Attributable to :						
	Equity holders of the Parent	956.85	(368.97)	48.09	(836.88)	3,943.15	2,953.65
	Non - Controlling interests	-	-	-	(0.01)	(0.01)	(0.02)
14	Paid up Equity Share Capital (Face Value of Rs.1/- per Equity Share)	921.00	920.40	920.40	921.00	920.40	920.40
15	Other Equity (Excluding Revaluation Reserve)						36,042.59
16	Earnings per share (EPS) (of Rs. 1 each)						
	(a) Basic	1.10	(0.39)	0.06	(0.84)	4.29	3.24
	(b) Diluted	1.09	(0.39)	0.06	(0.84)	4.28	3.24



THEMIS MEDICARE LIMITED

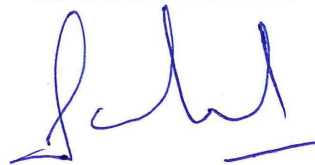
NOTES :

- 1) The above Unaudited Financial Results were reviewed by the Audit Committee and have been considered and approved by the Board of Directors at its respective meeting held on February 13, 2026.
- 2) The above financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Rules, 2016.
- 3) The Company operates in a single Business segment i.e Pharmaceuticals and hence does not have any reportable segments as per Indian Accounting Standard (Ind AS) 108 - "Operating Segments".
- 4) On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the best information available and consistent with the guidance provided by the Institute of Chartered Accountants of India.

Considering the regulatory-driven and non-recurring nature of this impact, the Company has presented such incremental impact under Exceptional Items amounting to Rs. 86.53 lacs in the consolidated financial results for the quarter and period ended December 31, 2025. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

- 5) Figures for the corresponding previous year/period have been regrouped/rearranged, wherever necessary, to make them comparable.

By Order of the Board
For THEMIS MEDICARE LTD



Dr. SACHIN PATEL
(Managing Director & CEO)
(DIN No. 00033353)

Place : Mumbai
Date : 13th February, 2026



**INDEPENDENT AUDITORS' REVIEW REPORT ON THE UNAUDITED
CONSOLIDATED QUARTERLY AND YEAR -TO-DATE FINANCIAL RESULTS
OF THE COMPANY PURSUANT TO REGULATION 33 OF THE SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015, AS
AMENDED**

Review Report to
The Board of Directors
THEMIS MEDICARE LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **THEMIS MEDICARE LIMITED** ("the Parent"), its subsidiaries (the Parent and its subsidiaries together referred to as ("the Group")), and its share of the net profit after tax and total comprehensive income of its associates for the quarter ended 31st December 2025 and year to date results for the period 1st April 2025 to 31st December 2025 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors,, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("IndAS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations and which has been initialled by us for identification purposes. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



We have also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:

Subsidiaries

- a) Themis Chemicals Private Limited
- b) Artemis biotech Limited
- c) Dr. Themis Private Limited

Associates

- a) Gujarat Themis Biosyn Limited
- b) Long Island Nutritionals Private Limited

Associate (Joint Venture)

- a) Richter Themis Medicare (India) Private Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial information of 3 subsidiaries included in the consolidated unaudited financial results, whose interim financial information reflect total assets of Rs. 9.30 lakhs as at 31st December 2025 and total revenues of Rs. Nil, and Rs. Nil, total net loss after tax of Rs. Nil and Rs. 0.42 lakhs and total comprehensive income of Rs. NIL and Rs. NIL, for the quarter ended 31st December 2025 and year to date results for the period 1st April 2025 to 31st December 2025. The consolidated unaudited financial results also includes 2 Associates and 1 Joint Venture, whose interim financial information reflects total assets of Rs. 58,608.84 lakhs as at 31st December 2025 and total revenues of Rs.8,519.35 lakhs and Rs. 20,922.90 lakhs, total net profit after tax of Rs.1,782.17 lakhs and Rs. 3,683.76 and total comprehensive income of Rs. (2.47) lakhs and Rs. 0.08 lakhs for the quarter ended 31st December 2025 and year to date results for the period 1st April 2025 to 31st December 2025, respectively. These financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, are based solely on the report



of the other auditors and the procedures performed by us as stated in paragraph 3 above. Our conclusion on the statement is not modified in respect of the above matter.

7. One Subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles, generally accepted in that country and which have been audited by other auditor under generally accepted auditing standards applicable in that country. The company's management has converted the financial statement of such subsidiary located outside India from the accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited this conversion adjustments made by the company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of the other auditor and the conversion adjustments prepared by the management of the company and audited by us.

Our conclusion on the Statement is not modified in respect of the above matter

For Krishaan & Co.,
Firm Reg. No.001453S
Chartered Accountants

K Sundarajan

K Sundarajan
Partner

Membership No. 208431
UDIN: 26208431DSMQQK5992



Date : 13th February 2026
Place: Mumbai