

DRAFT REPORT ADOPTED BY THE BOARD OF DIRECTORS OF THEMIS MEDICARE LIMITED AT ITS MEETING HELD ON MONDAY, 18TH NOVEMEBR, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF GUJARAT THEMIS BIOSYN LIMITED WITH THEMIS MEDICARE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON ITS EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS.

1. Background

- 1.1. The Board of Directors of Themis Medicare Limited ("**Board**") at its meeting held on 18th November 2024, have approved the Scheme of Amalgamation of Gujarat Themis Biosyn Limited ("**Amalgamating Company**") with Themis Medicare Limited ("**Company**" or "**Amalgamated Company**") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("**Act**") ("**Scheme**").
- 1.2. Pursuant to provision of Section 232(2)(c) of the Act, the Board of the Company is required to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. Under the Scheme it is proposed to amalgamate the Amalgamating Company with the Amalgamated Company.
- 1.5. The following documents were, *inter alia*, placed before the Board:
 - (a) Draft Scheme, duly initialed by the Company Secretary of the Company for the purpose of identification;
 - (b) Joint share exchange ratio report dated 18th November 2024 issued by SSPA &Co. (Registration No. IBBI/RV-E/06/2020/126), Registered Valuer and GT Valuation Advisors Private Limited (Registration No. IBBI/RV-E/05/2020/134), Registered Valuer ("**Share Exchange Ratio Report**"), describing the methodology adopted by them in arriving at the share exchange ratio;
 - (c) Fairness opinion dated 18th November, 2024 issued by Kunvarji Finstock Private Limited (Registration No. INM000012564), an Independent SEBI registered Merchant Banker ("**Fairness Opinion**"), providing an opinion on the share exchange ratio specified in the Share Exchange Ratio Report; and
 - (d) Certificate dated 18th November, 2024, issued by Krishnaan & Co. (Firm Registration No. 001453S) the Statutory Auditors of the Company, confirming the accounting treatment prescribed in the Scheme.
 - (e) Report dated 18th November, 2024 of the Audit Committee of the Company; and

(f) Report dated 18th November, 2024 of the Committee of the Independent Directors of the Company.

2. Share Exchange Ratio Report | Share Exchange Ratio

2.1. The share exchange ratio for issue of consideration pursuant to the Scheme is summarized as follows:

[•] equity shares of INR [•] each of the Amalgamated Company of INR [•] each fully paid up for [•] equity shares of the Amalgamating Company of INR [•] each fully paid up.

The aforestated issued equity shares shall be referred to as “**New Shares**”.

The Share Exchange Ratio Report and the Fairness Opinion have been duly considered by the Board, the Board has come to the conclusion that share exchange ratio specified in the Scheme is fair and reasonable.

2.2. The New Shares issued by the Amalgamated Company shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank *pari-passu* in all respects with existing equity shares of the Company after the Effective Date, including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto.

2.3. No special valuation difficulties were reported.¹

3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company.

(a) In consideration for the amalgamation of the Amalgamating Company with the Amalgamated Company, the shareholders of the Amalgamating Company, except for the Amalgamated Company itself, as on the Record Date (*as defined in the Scheme*) shall receive equity shares of the Amalgamated Company. Further, the rights and interests of the shareholders of the Amalgamated Company will not be prejudicially affected by the Scheme, and there will be no change in the economic interest of the shareholders of the Amalgamated Company, before and after Scheme;

(b) Upon the Scheme becoming effective, the Amalgamating Company shall be dissolved without being wound up and the shareholders of the Amalgamating Company shall become shareholders of the Amalgamated Company; and

(c) After the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Amalgamated Company issued as consideration pursuant to the Scheme, shall be listed on BSE Limited and the National Stock Exchange of India Limited.

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4. Effect of the Scheme on the KMPs of the Company

- (a) The KMPs of the Amalgamating Company shall become employees of the Amalgamated Company on effectiveness of the Scheme; and
- (b) Further none of the KMPs of the Amalgamating Company have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Amalgamating Company.

In the opinion of the Board, Scheme will be of advantage and beneficial to the Amalgamated Company, its shareholders and other stakeholders.

By Order of the Board of Directors

For and on Behalf of THEMIS MEDICARE LIMITED

Name: Dr. Dinesh Patel
Director
DIN: 00033273

Place: Mumbai
Date: 18th November, 2024