

Notice to the Members

NOTICE is hereby given that the 55th Annual General Meeting (the “AGM” or the “Meeting”) of the Members of **THEMIS MEDICARE LIMITED** (the “Company”) will be held at the Registered Office of the Company at Plot No. 69-A, GIDC Industrial Estate, Vapi, Dist. Valsad, Gujarat - 396195 on **Friday, 12th September, 2025 at 10:00 AM** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, together with the Auditors’ Report and Directors’ Report thereon.
2. To appoint a Director in place of Dr. Adam Demeter (DIN: 10283162) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend for the financial year ended 31st March, 2025.

SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditor for the Financial Year 2025-26:

To consider & if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) remuneration of Rs. 3,00,000 (Rupees Three Lakhs only) per annum plus applicable taxes and reimbursement of out of pocket expenses (at actuals), as approved by the Board of Directors of the Company, payable to M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No. 0011) for conducting the audit of cost records maintained by the Company in respect of Active Pharmaceutical Ingredients (“API”) and Formulation activities of the Company for the financial year 2025-26, be and is hereby ratified.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do

all such acts, deeds, matters and things as may be necessary to give effect to this Resolution.”

5. Appointment of Secretarial Auditor:

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) read with the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s. SAV & Associates LLP., Practicing Company Secretaries, as the Secretarial Auditors of the Company, to hold office for a period of 5 (five) consecutive financial years to undertake Secretarial Audit of the Company as required under the Act and Listing Regulations from the Financial Year ending 31st March, 2026 till the Financial Year ending 31st March, 2030 on such terms & conditions including remuneration, as may be determined by the Board, based on the recommendation of Audit Committee;

“RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things, as may be necessary, to give effect to the above resolution and for matters connected therewith or incidental thereto”

6. Payment of commission to Non-Executive Directors:

To consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 & 198 read with Schedule V thereof and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for

the time being in force] and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Articles of Association of the Company and in terms of the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the Company for payment of commission to the Non-Executive Directors, including Independent Directors, of the Company (Directors other than the Managing Director and / or Whole Time Directors) to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company for each financial year commencing from 1st April, 2025 for a term of 5 (five) years computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard.”

RESOLVED FURTHER THAT the above profit related commission shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and re-imbursement of expenses for participation in the Board and other meetings.”

7. Appointment of Ms. Neha Thakore (DIN: 00893957) as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (‘Act’) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), Regulation 17 and other applicable provisions of Listing Regulations in accordance

the provisions of the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors respectively, Ms. Neha Thakore (DIN: 00893957) who was appointed as an Additional Director designated as an Independent Woman Director of the Company, pursuant to the provisions of Section 161(1) of the Act w.e.f. 1st August, 2025 and who qualifies for being appointed as an Independent Woman Director and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from 1st August, 2025 till 31st July, 2030 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby authorized to sign, execute, submit and file the relevant forms, documents etc. with the office of the Registrar of Companies as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By Order of the Board of Directors

SD/-

Pradeep M. Chandan

Director - Legal, Compliance & Company Secretary
 Membership No. F2852

Place : Mumbai
 Date : 1st August, 2025
 Regd. Office : Plot No. 69/A, GIDC Industrial Estate,
 Vapi - 396 195, Dist. Valsad, Gujarat
 CIN : L24110GJ1969PLC001590
 E-mail : cfoassist@themismedicare.com
 Website : www.themismedicare.com

NOTES:

1. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 (THE “ACT”) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Accordingly, the facility for appointment of proxies by the Members will be available for the AGM and hence the proxy form and attendance slip are annexed to this Notice.
2. The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Company has engaged the services of Central Depository Services Limited (CDSL), to provide e-voting facility for the AGM.
6. At the 52nd AGM, M/s. Krishaan & Co., Chartered Accountants (Firm Registration No. 001453S) were appointed as Statutory Auditors of the Company for a period of 5 years i.e. until the conclusion of the 57th AGM of the Company.

The ratification of their appointment pursuant to Section 139 of the Act is not required in terms of notification no. SO 1833(E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this Notice.

7. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshirish@savllp.in with a copy marked to cfoassist@themismedicare.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
8. In terms of Section 152 of the Act, Dr. Adam Demeter (DIN: 10283162), Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
9. The details of the Directors seeking appointment / re-appointment under item no. 2 & 7 of this Notice are annexed hereto in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard 2 on General Meetings.
10. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, concerning the Special Business to be transacted at the Meeting, as mentioned in the Notice, is annexed hereto and forms part of this Notice.

11. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company during business hours on all working days (except National Holidays) from the date hereof, up to the date of the Meeting.
12. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 5th September, 2025, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@in.mpms.mufg.com
13. Pursuant to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, the name of RTA of the Company is changed from Link Intime India Private Limited to MUFG Intime India Private Limited with effect from 31st December, 2024.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holding should be verified from time to time.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
16. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares via www.iepf.gov.in
17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MUFG Intime India Private Limited (Company's Registrar and Share Transfer Agent / RTA) and complete their KYC formalities as mandated by law. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. In terms of relaxations granted by SEBI vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, sending hard copy of the Annual Report to shareholders who have not registered their email ids with the Company / RTA / Depository has been dispensed with. Therefore, Annual Report 2024-25 including Notice shall be sent by email to those shareholders whose email ids are registered with the Company/RTA/Depository. Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Annual Report for the FY 2024-25 will be sent to those shareholders who have not registered their email address. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.themismedicare.com, website of the stock exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com. Members who have not registered their email address with the Company can

register the same by following the procedure as mentioned below in point 30. Company shall send hard copy of the Annual Report 2024-25 to the members who request for the same in writing.

20. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.

Further, the SEBI has vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has introduced common and simplified norms for processing investor's service request by the Registrar and Share Transfer Agent. Accordingly, all holders of physical securities of the Company are requested to mandatorily furnish / update the following documents / details with the RTA i.e. as soon as possible, failing which all the incomplete folios of such shareholders shall be frozen:

- PAN
- Nomination
- Contact Details including Postal address with PIN code, Mobile Number, E-mail address
- Bank Account details including Bank name and branch, Bank account number, IFS code
- Specimen Signature

Members are hereby requested to visit website of the Company <https://www.themismedicare.com/investor-relations/kycforms> to download the necessary forms for updation of their details in the records of the Company and the RTA.

21. The Company has notified closure of Register of Members and Share Transfer Books from **Saturday, 6th September, 2025 to Friday, 12th September, 2025 (both days inclusive)** for the purpose of the AGM and determining the names of the Members eligible for receipt of dividend for the financial year 2024-25, if declared at the AGM.
22. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made within 30 days of the AGM i.e. on/after **Friday, 12th September, 2025** as under:
- a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the CDSL, collectively "Depositories" whose names appear as beneficial owners as at the end of the business hours on **Friday, 5th September, 2025**.
 - b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, 5th September, 2025**.
 - c. Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

23. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

24. For Resident Shareholders:

Taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having Valid PAN	10% or as notified by the Government of India
Members not having PAN /Valid PAN	20% or as notified by the Government of India

No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2024-25 does not exceed Rs. 5,000 and also in cases where members provide valid Form 15G / Form 15H as subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For Non-resident shareholders:

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable provisions of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of such shareholders if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders need to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholder.
- Copy of Tax Residency Certificate (TRC) for the financial year 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by shareholder.

Self-declaration in Form 10F issued by the Central Board of Direct Tax. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>

- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted to Registrar & Transfer Agent or the Company before **Friday, 5th September, 2025**.

25. A route map showing direction to reach the venue of the 55th Annual General Meeting is given at the end of the Notice as per the requirement of Secretarial Standard- 2 on General Meeting.
26. The Board of Directors of the Company has appointed CS Shirish Shetye (FCS 1926), Designated Partner of M/s. SAV & Associates LLP, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and voting at Annual General Meeting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
27. The Scrutinizer shall within a period of two working days from the conclusion of the AGM, submit his report of the votes cast in favour or against, through electronic voting and polling process to the Chairman or to any other person as authorized by the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL. The results shall also be simultaneously submitted to those Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
28. All correspondence relating to transmission of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agent only at their address: MUFG Intime India Private Limited, (Formerly known as Link Intime India Private Limited) C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, Tel: +91 22 49186000; Fax: +91 2224918619 Website: <https://in.mpms.mufg.com/> Email: rnt.helpdesk@in.mpms.mufg.com
29. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members through CDSL e-voting system at www.cdslindia.com in respect of the business to be transacted at the AGM.
30. The Instructions of Shareholders for Remote E-Voting:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

 - (i) The voting period begins on **Tuesday, 9th September, 2025 at 9.00 am** and ends on **Thursday, 11th September, 2025 at 5.00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **Friday, 5th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode **and non-individual shareholders in demat mode.**

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website www.evotingindia.com.

- a) Click on “Shareholders” module.
- b) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- c) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- d) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Themis Medicare Limited> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non - Individual Shareholders and Custodians –For Remote Voting only.
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cfoassist@themismedicare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

31. The voting right of Shareholders shall be in proportion to their share in the paid-up equity capital of the Company as on cut-off date i.e. **Friday, 5th September, 2025**.
32. The facility for voting through ballot paper (Poll) shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

33. In terms of Section 72 of the Act read with the applicable rules thereto, every holder of shares in the Company may nominate, in the prescribed manner, a person to whom his / her shares in the Company shall vest, in the event of his / her death. Nomination forms can be obtained from the Registrar & Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
34. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through poll shall also be made available to those Members who attend the AGM and have not already cast their vote by remote e-voting.

By Order of the Board of Directors

SD/-

Pradeep Chandan

Director - Legal, Compliance & Company Secretary

Membership No. F2852

Place : Mumbai
 Date : 1st August, 2025
 Regd. Office : Plot No. 69/A, GIDC Industrial Estate, Vapi - 396 195, Dist. Valsad, Gujarat
 CIN : L24110GJ1969PLC001590
 E-mail : cfoassist@themismedicare.com
 Website : www.themismedicare.com

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

Ratification of Remuneration of Cost Auditor for the financial year 2025-26:

In pursuance of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost accounting records maintained by the Company in respect of Active Pharmaceutical Ingredients (API's) and Formulation activities of the Company.

On the recommendation of the Audit Committee at its meeting held on 20th May, 2025, the Board has considered and approved the appointment of M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai, as the Cost Auditor for the financial year 2025-26 at a remuneration of Rs. 3,00,000 (Rupees Three Lakhs only) per annum plus applicable taxes and reimbursement of out of pocket expenses, if any, in connection with the Cost Audit of the Company. The said remuneration needs to be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board recommend the above Ordinary Resolution for passing by the members.

Item No. 5:

Appointment of Secretarial Auditor:

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 20th May, 2025, has recommended the appointment of M/s. SAV & Associates, LLP., Practicing Company Secretaries, as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "(SEBI Listing Regulations)" for a term of 5 (five) consecutive financial years starting from the conclusion of this 55th Annual General

Meeting till the conclusion of the 60th Annual General Meeting, subject to the approval of the Members at this Annual General Meeting to undertake Secretarial Audit of the Company from the Financial Year ending 31st March, 2026 till the Financial Year ending 31st March, 2030.

M/s. SAV & Associates, LLP., has provided their consent to act as Secretarial Auditors of the Company for the proposed period of appointment. They have further confirmed their eligibility, qualifications and confirmation on non-disqualification referred to in Regulation 24A of SEBI Listing Regulations.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI Listing Regulations are as under:

1. The remuneration to be paid to the Secretarial Auditors for issuing the Secretarial Audit Report and other reports shall be Rs. 2,00,000 (Rupees Two Lakhs) per annum plus applicable taxes and other out of pocket expenses.
2. The Audit Committee and the Board of Directors have approved and recommended the aforesaid proposal for approval of Members taking into account the Secretarial Auditors' knowledge, expertise and industry experience and proposed fee is after taking into consideration the time and efforts required to be put in by the Secretarial Auditor, which is in line with Industry Standards.

The payment for services in the nature of certifications and other professional work as permitted by applicable law will be in addition to the Secretarial Audit fees and shall be determined by the Board.

The Board recommend the resolution as an Ordinary Resolution for approval of the members. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise, in the said resolution.

Item No. 6:

Payment of Commission to Non-Executive Directors:

As per the provisions of Section 197, 198 of the Companies Act, 2013 read with Schedule V of the Act and Regulation 17(6) of the Listing Regulations, Non-Executive Directors (NED's) of the Company

can be paid remuneration including profit related commission with the requisite approval of the Members of the Company.

The Members of the Company at the 51st Annual General Meeting held on 18th September, 2021 by way of Special Resolution approved the payment of commission to the Non-Executive Directors including Independent Directors a sum not exceeding 1% (One percent) per annum of the net profits of the Company.

The Board of Directors based on the recommendation of Nomination & Remuneration Committee, have recommended for members approval, an enabling resolution for payment of commission aggregating to 1% (One percent) of the net profits, calculated in accordance with section 197, 198 and other applicable provisions of the Act commencing from the financial year 2025-26 for a term of (5) consecutive financial years.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/Committees as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Nomination & Remuneration Committee and the Board recommends the Special Resolution as set out at Item No. 6 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at item No. 6 of the Notice, except the Non-Executive and Independent Directors.

Item No. 7:

Appointment of Ms. Neha Thakore (DIN: 00893957) as an Independent Director of the Company:

Based on the provisions of the Articles of Association of the Company and the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on Friday, 1st August, 2025 had appointed Ms. Neha Thakore (DIN: 00893957) as an Additional Director, pursuant to Section 161 and applicable provisions of the Companies Act and the rules made thereunder, designated her as an Independent Woman Director of the Company, subject to the approval of shareholders for a term of 5 (five)

consecutive years w.e.f. 1st August, 2025 till 31st July, 2030. In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of an Independent Woman Director requires approval of the shareholders.

In terms of Regulation 17(IC) of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of Listing Regulations, the appointment of an Independent Director is subject to the approval of the Members by way of a Special Resolution. Accordingly, the Board recommends the passing of the Special Resolution for the approval of the Members.

As required under Listing Regulations' a brief profile of Ms. Neha Thakore (DIN: 00893957) is given as under:

Ms. Neha Thakore holds a Bachelor's Degree in Social Science from St. Xaviers College, Mumbai.

Currently, Ms. Neha Thakore is a Chief Operating Officer (COO) and Director in Avik Pharmaceutical Limited.

She was the Managing Partner of Rifa Pharma and COO at Avik Pharmaceutical Limited with over 25 years of experience in the Pharmaceutical Industry. She has expertise in the following activities.

- Leading operations, product development and manufacturing functions.
- Managing cross-functional teams to optimize operational efficiency.
- Collaborating with senior leadership to set the company's strategic direction.
- Fostering a culture of operational excellence and continuous improvement.

She was also the Director of Anantco Enterprises Ltd from 1995 till 2025 where she played a pivotal role in

- Introducing pharmaceutical active substances from USA and Europe to the Indian Exporter of formulations.

- Shaping company vision and operational strategy.
- Collaborating with diverse teams for business development and market expansion.

She was also the Chairperson of Indian Drug Manufacturers' Association's POSH, HR and ESG Committees and Vice Chairperson of API Committee.

Ms. Neha Thakore has given her consent to act as an Independent Women Director and has made necessary declarations and disclosures.

Further she is neither disqualified from being appointed as a Director in terms of section 164 (2) of the Act nor debarred from holding the office as Director by virtue of any SEBI Order or any other such authority.

She has also provided registration certificates issued by Indian Institute of Corporate Affairs.

Considering the above and in compliance with Sections 149, 150 and 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act and of Listing Regulations including Regulation 17, it is proposed to appoint Ms. Neha Thakore as an Independent Woman Director on the Board of the Company, not liable to retire by rotation for a term of 5 consecutive years effective from 1st August, 2025.

A copy of the draft letter of appointment of Ms. Neha Thakore, setting out the terms and conditions shall be made available for inspection by the Members as set out under "Documents for inspection" in the notes to this notice.

Except Ms. Neha Thakore, being an appointee, none of the Directors / Key Managerial Personnel or their relatives are interested in the resolution.

The Board of Directors recommends resolution no. 7 of this notice for approval of the Members as a Special Resolution.

By Order of the Board of Directors

SD/-

Pradeep M. Chandan

Director-Legal, Compliance & Company Secretary
Membership No. F2852

Place : Mumbai
Date : 1st August, 2025
Regd. Office : Plot No. 69/A, GIDC Industrial Estate,
Vapi - 396 195, Dist. Valsad, Gujarat
CIN : L24110GJ1969PLC001590
E-mail : cfoassist@themismedicare.com
Website : www.themismedicare.com

ANNEXURE TO ITEM No. 2 & 7 OF THE NOTICE

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings]

Name of the Director	Dr. Adam Demeter (DIN: 10283162)	Ms. Neha Thakore (DIN: 00893957)
Date of Birth	04-11-1971	17-11-1972
Nationality	Hungarian	Indian
Brief Resume of the Director	Dr. Adam Demeter holds a Master's Degree in Chemical Engineering from Budapest Institute of technology & Economics. He also holds a Ph.D. in Chemistry and has done his MBA from the Budapest Institute of Technology and Economics. He has wide experience in Research and Manufacturing. Presently, he is the Head of API Manufacturing of Gedeon Richter Plc.	Ms. Neha Thakore holds a Bachelor's Degree in Social Science from St. Xaviers College, Mumbai. Currently she is Chief Operating Officer (COO) and Director in Avik Pharmaceutical Limited
Date of Appointment on the Board	11-09-2023	01-08-2025
Qualifications	Chemical Engineering, Ph.D. in Chemistry and MBA from the Budapest Institute of Technology and Economics.	Bachelor's Degree in Social Science from St. Xaviers College, Mumbai.
Expertise in specific functional Area	Experience in Research and Manufacturing. Presently, he is the Head of API Manufacturing of Gedeon Richter Plc.	25 years of experience in the Active Pharmaceutical Ingredients (API) Industry.
Number of shares held in the Company	Nil	Nil
List of the Directorships held in other companies*	Nil	Nil
Number of Board Meetings attended during the year	Attendance by self: 1 Attendance by Reena Patel (Alternate Director to Dr. Adam Demeter): 5	Not Applicable
Chairman / Member in the Committees of the Boards of companies in which he is Director**	Chairman: Nil Member: Nil	Chairman: Nil Member: Nil
Relationships between Directors inter se	There is no inter-se relationship with any of the Directors.	There is no inter-se relationship with any of the Directors.
Terms and conditions of appointment or re-appointment	Appointment as Non-Executive Director, liable to retire by rotation.	Appointment as Non-Executive Independent Woman Director, not liable to retire by rotation.
Remuneration details	Not applicable.	Not applicable.

* Other Companies includes only listed Companies.

** Committee Chairmanship & Membership includes only Audit Committee and Stakeholders Relationship Committee of Listed Companies.

ROUTE MAP TO THE AGM VENUE

Venue: Registered Office, 69/A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat

