



**TML: CS: BSE/NSE CORR: 2023-24**

**16<sup>th</sup> November, 2023**

The Manager  
Corporate Relationship Department  
BSE Limited  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
Scrip Code – 530199

The Manager – Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai- 400051  
Symbol: THEMISMED

Dear Sir/Madam,

**Sub: Voting Results and Scrutinizer's Report on the Postal Ballot**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith:

- a) the Voting Results of the business transacted by the Company by way of Postal Ballot Notice dated 7<sup>th</sup> September, 2023.
- b) Scrutinizer's Report dated 16<sup>th</sup> November, 2023 on the Postal Ballot.

The resolutions as proposed in the Postal Ballot Notice have been passed by the shareholders by remote e-voting process with requisite majority.

The Voting Results along with the Scrutinizer's Report will also be made available on the Company's website at <https://www.themismedicare.com/>

Kindly take this on record.

Thanking you,

Yours faithfully,

For **Themis Medicare Limited**

**Sangameshwar Iyer**

Company Secretary & Compliance Officer

Encl: As above

## **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](mailto:themis@themismedicare.com) **\*Website:** [www.themismedicare.com](http://www.themismedicare.com)

<b>General information about company</b>	
Scrip code	530199
NSE Symbol	THEMISMED
MSEI Symbol	NOTLISTED
ISIN	INE083B01024
Name of the company	THEMIS MEDICARE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-11-2023
Start time of the meeting	
End time of the meeting	

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	SHIRISH SHETYE
Firms Name	SAV & Associates LLP
Qualification	CS
Membership Number	1926
Date of Board Meeting in which appointed	07-09-2023
Date of Issuance of Report to the company	16-11-2023

<b>Voting results</b>	
Record date	10-10-2023
Total number of shareholders on record date	8458
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

<b>Resolution(1)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6180399	6124599	99.0971	6124599	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6180399	6124599	99.0971	6124599	0	100
Public- Institutions	E-Voting	7244	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7244	0	0	0	0	0
Public- Non Institutions	E-Voting	3015127	23125	0.767	17975	5150	77.7297	22.2703
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3015127	23125	0.767	17975	5150	77.7297
Total		9202770	6147724	66.803	6142574	5150	99.9162	0.0838

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(2)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Adam Demeter (DIN: 10283162) as a Non-Executive Director, liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6180399	6124599	99.0971	6124599	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6180399	6124599	99.0971	6124599	0	100
Public- Institutions	E-Voting	7244	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7244	0	0	0	0	0
Public- Non Institutions	E-Voting	3015127	23125	0.767	18075	5050	78.1622	21.8378
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3015127	23125	0.767	18075	5050	78.1622
Total		9202770	6147724	66.803	6142674	5050	99.9179	0.0821

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



## SCRUTINIZER'S REPORT

To,  
Dr. Dinesh S. Patel,  
Chairman,  
Themis Medicare Limited,  
Plot No. 69-A, GIDC Industrial Estate,  
Vapi – 396 195, Dist. Valsad, Gujarat.

Subject: Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolution set-out in the notice dated 7<sup>th</sup> September 2023.

Dear Sir,

1. I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Themis Medicare Limited ("the Company") vide resolution passed by circulation on 7<sup>th</sup> September 2023, pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinising the Postal Ballot through e-voting in respect of the below stated resolution as proposed in the Postal Ballot notice dated 7<sup>th</sup> September 2023 and I submit my report as under:
2. The management of the Company is responsible to ensure the compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended ('the Act'), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read along with the General Circular No. 11/2022 dated December 28, 2022 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in respect of Postal Ballot through remote e-voting.
3. My responsibility as a Scrutiniser for the e-voting is restricted to ensure that the voting process through the remote e-voting is conducted in a fair and transparent manner and

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NT SHETYE

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by SHIRISH  
SURYAKANT  
SHETYE  
Date: 2023.11.16  
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to make a Scrutiniser's Report of the votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorised agency to provide e-voting facilities.

4. Pursuant to the SEBI and MCA circulars, the Notice dated 7<sup>th</sup> September 2023 and the explanatory statement setting out material facts under section 102 of the Act in respect of the resolution proposed, was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories.
5. Further to above, I submit my report as under:
  - (1) The Company has provided the e-voting facility through CDSL on their website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company at [www.themismedicare.com](http://www.themismedicare.com) and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.
  - (2) The notices were sent through email and they contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
  - (3) As prescribed in the said Rules, the Company has also published the advertisements on 17<sup>th</sup> October 2023 and they carried the required information as specified in the said rules.
  - (4) The Members holding shares or beneficial interest in the shares, as on Tuesday, 10<sup>th</sup> October 2023, ("cut off date"), were entitled to vote on the resolution stated in the Notice dated 7<sup>th</sup> September 2023.
  - (5) The e-voting was commenced from 17<sup>th</sup> October 2023 (9.00 a.m.) and ended on 15<sup>th</sup> November 2023 (5.00 p.m.) and CDSL e-voting platform was blocked in due time. After the closure of the voting period, the report on voting done through electronic voting system was generated in my presence and the voting was diligently scrutinised.
  - (6) The votes cast under remote e-voting facility were unblocked on 15<sup>th</sup> November 2023, in the presence of two witnesses, who are not in the employment of the Company.

SHIRISH  
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(7) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the respective Resolution.

(8) The result of the e-voting exercised is as under:

**Item No. 1 – as a Special Resolution:** Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
66	61,42,574	99.92

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	5,150	0.08

(iii) Invalid votes

Number of members Voted	Number of votes cast by them
0	0

**Item No. 2 – as a Ordinary Resolution:** Appointment of Dr. Adam Demeter (DIN: 10283162) as a Non-Executive Director, liable to retire by rotation

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	61,42,674	99.92

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	5,050	0.08

(iii) Invalid votes

Number of members voted	Number of votes cast by them
0	0

- You may accordingly declare the results of the postal ballot process conducted through electronic voting system.
- Based on the aforesaid result, we report that, the resolutions as contained in the Notice of Postal Ballot dated 7<sup>th</sup> September 2023 has been passed with requisite majority.

Thanking you,

**For SAV & Associates LLP**  
**Practising Company Secretaries**

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**CS Shirish Shetye**  
**Designated Partner**  
**FCS- 1926 CP-825**

Scrutinizer for postal ballot process  
conducted through electronic voting system

**UDIN: F001926E001900658**  
**Peer Review Regn. No.: 4867/2023**

Place: Thane

Date: 16<sup>th</sup> November 2023

Witness:

Countersigned and received the report  
on behalf of Chairman

APARNA  
PRAMOD JOSHI  
D JOSHI

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by APARNA  
PRAMOD JOSHI  
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1.  
CS Aparna Joshi

Sangameshwar Iyer  
Company Secretary

Swati  
Pankaj  
Kulkarni

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Swati Pankaj Kulkarni  
Date: 2023.11.16  
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2.  
Swati Kulkarni