



TML/BSE/NSE/2025-26/62

28th March, 2026

Corporate Relationship Department
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai-400001
BSE Scrip Code: 530199

Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra – Kurla Complex,
Bandra – East, Mumbai- 400 051
NSE Scrip Code: THEMISMED

Dear Sir / Madam,

Sub: Scrutinizer's Report and Voting Results of Postal Ballot

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

- a) the Voting Results of the businesses transacted by the Company by way of Postal Ballot Notice dated 25th February, 2026.
- b) Scrutinizer's Report dated 27th March, 2026 on the Postal Ballot.

The resolutions as proposed in the Postal Ballot Notice has 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 www.themismedicare.com

The above is for your information and record please.

Thanking you,

Yours faithfully,

For Themis Medicare Ltd

Dr. Dinesh Patel
Chairman
DIN: 00033273

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

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General information about company

Scrip code	530199
NSE Symbol	THEMISMED
MSEI Symbol	NA
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)	27-03-2026
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	Mr. Abhishek Wagh
Firms Name	M/s. Abhishek Wagh & Associates
Qualification	CS
Membership Number	65319
Date of Board Meeting in which appointed	13-02-2026
Date of Issuance of Report to the company	27-03-2026

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Voting results	
Record date	25-02-2026
Total number of shareholders on record date	22659
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	4
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH THEMIS DISTRIBUTORS PRIVATE LIMITED OR WITH VIVIDHMARGI INVESTMENTS PRIVATE LIMITED (VMIPL), TRANSFEREE COMPANY, POST MERGER				
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	61803990	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		61803990	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	68746	39824	57.9292	38504	1320	96.6854	3.3146
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68746	39824	57.9292	38504	1320	96.6854
Public- Non Institutions	E-Voting	30227384	4655726	15.4023	4653575	2151	99.9538	0.0462
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30227384	4655726	15.4023	4653575	2151	99.9538
Total		92100120	4695550	5.0983	4692079	3471	99.9261	0.0739
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	2355780
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)[Validate](#)**Resolution (2)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		2 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH GUJARAT THEMIS BIOSYN LIMITED (GTBL).						
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	61803990	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		61803990	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	68746	39824	57.9292	39824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68746	39824	57.9292	39824	0	100.0000
Public- Non Institutions	E-Voting	30227384	4655726	15.4023	4655625	101	99.9978	0.0022
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30227384	4655726	15.4023	4655625	101	99.9978
Total		92100120	4695550	5.0983	4695449	101	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	2355780
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH DR. SACHIN D. PATEL UP TO RS. 130 CRORES IN RESPECT OF PROMOTERS INTER-SE TRANSFER OF EQUITY SHARES OF GUJARAT THEMIS BIOSYN LIMITED (GTBL) HELD BY THEMIS MEDICARE LIMITED (TML)				
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	61803990	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		61803990	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	68746	39824	57.9292	38504	1320	96.6854	3.3146
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68746	39824	57.9292	38504	1320	96.6854
Public- Non Institutions	E-Voting	30227384	4655726	15.4023	4651225	4501	99.9033	0.0967
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30227384	4655726	15.4023	4651225	4501	99.9033
Total		92100120	4695550	5.0983	4689729	5821	99.8760	0.1240
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	2355780
Public Insitutions	0
Public - Non Insitutions	0

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Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		APPROVAL OF ISSUANCE OF CONVERTIBLE WARRANTS TO VIVIDHMARGI INVESTMENTS PRIVATE LIMITED, PROMOTER GROUP COMPANY ON PREFERENTIAL BASIS						
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	61803990	2355780	3.8117	2355780	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		61803990	2355780	3.8117	2355780	0	100.0000
Public- Institutions	E-Voting	68746	39824	57.9292	38504	1320	96.6854	3.3146
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68746	39824	57.9292	38504	1320	96.6854
Public- Non Institutions	E-Voting	30227384	4655726	15.4023	4632275	23451	99.4963	0.5037
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30227384	4655726	15.4023	4632275	23451	99.4963
Total		92100120	7051330	7.6562	7026559	24771	99.6487	0.3513
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



**SCRUTINIZER'S REPORT FOR POSTAL BALLOT THROUGH E-VOTING OF
THEMIS MEDICARE LIMITED**

Date: March 27, 2026

To,

The Chairman,

THEMIS MEDICARE LIMITED

Plot no. 69-A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat 396195.

Sub: Scrutinizer's Report on Postal Ballot conducted through Electronic Voting System in terms of provisions of the Companies Act, 2013 read with the Rules and circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder.

Dear Sir/Madam,

1. I, Abhishek Wagh, Company Secretary, having Membership No. ACS 65319 & Certificate of Practice No. 26968, Proprietor of M/s Abhishek Wagh & Associates, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated Friday, 13th February, 2026 to conduct the following: -

To Scrutinize Remote E-voting process pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the Notice of Postal Ballot dated Wednesday, 25th February, 2026

The voting rights were reckoned as on Friday, 20th February, 2026 being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

The Postal Ballot was conducted pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 03/2025 dated 22 September, 2025 and Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, and such other relevant previous circulars as were issued by the Ministry of Corporate Affairs pertaining to holding of General Meetings / conducting Postal Ballot process through voting by electronic means ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CFD-PoD 2/P/CIR/2024/133 dated 3rd October, 2024 ("SEBI Circular"), and Secretarial Standard ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) on General Meetings.

Abhishek Wagh



2. The Company has sent the Postal Ballot Notice dated Wednesday, 25th February, 2026 and Explanatory Statement under Section 102 of the Companies Act, 2013 by email only to members who have registered their e-mail address with the Company/Depositories.
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.
4. The Company has published an advertisement on Thursday, 26th February, 2026 in 'Indian Express' (English Newspaper) and 'Financial Express' (Gujarati Newspaper) regarding completion of dispatch of Notice of Postal Ballot on Wednesday, 25th January, 2026 and also specifying therein the matters prescribed in the rules with regard to e-voting.
5. The Company had availed remote E-voting facility offered by Central Depository Services (India) Ltd ("CDSL"), for the purpose of E-voting by the members of the Company from the remote e-voting period commenced from Thursday, 26th February, 2026 at 9:00 a.m. (IST) and conclude on Friday, 27th March, 2026 at 05:00 p.m. (IST). The remote e-voting module disabled by CDSL for voting thereafter.
6. The votes cast under the remote E-voting facility were unblocked on Friday, 27th March, 2026 after the conclusion of the e-voting period of Postal Ballot in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.
7. After the conclusion of the e-voting period of Postal Ballot, the report on voting done for the meeting was generated in my presence and the voting was diligently scrutinized.
8. I have scrutinized and reviewed the remote E-voting based on the data downloaded from the CDSL E-voting system.
9. The management of the Company is responsible to ensure compliance with the requirements of relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) The Secretarial Standards 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to the E-voting facility to the Shareholders. My responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said Notice dated 25th February, 2026, based on the Report generated from the E-voting system provided by CDSL.
10. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the CDSL e-voting system, and on the basis of the votes received on the same, I hereby report the following:




Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.(vi)@
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii= ii/(ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v=iv/(ii+iv)* 100)	
Item No. 1 Ordinary Resolution: Approval of Material Related Party Transactions with Themis Distributors Private Limited or with Vividhmargi Investments Private Limited (VMIPL), transferee company, Post-Merger	46,92,079	99.9261	3,471	0.0739	23,55,780

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

@The voting of Related Parties who voted for the Resolution is considered Invalid as per Regulation 23 of SEBI (LODR) Regulations, 2015.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 1 is passed with requisite Majority.

Abhishek Wagh



Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.(vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii= ii/(ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v=iv/(ii+iv)* 100)	
Item No. 2 Ordinary Resolution: Approval of Material Related Party Transactions with Gujarat Themis Biosyn Limited (GTBL)	46,95,449	99.9978	101	0.0022	23,55,780

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

@The voting of Related Parties who voted for the Resolution is considered Invalid as per Regulation 23 of SEBI (LODR) Regulations, 2015.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 2 is passed with requisite Majority.

(Handwritten Signature)



Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.(vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii= ii/(ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v=iv/(ii+iv)* 100)	
Item No. 3	46,89,729	99.8760	5,821	0.1240	23,55,780
Ordinary Resolution:					
Approval of Material Related Party Transactions with Dr. Sachin D. Patel up to Rs. 130 crores in respect of promoters inter-se transfer of Equity Shares of Gujarat Themis Biosyn Limited (GTBL) held by Themis Medicare Limited (TML)					

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

@The voting of Related Parties who voted for the Resolution is considered Invalid as per Regulation 23 of SEBI (LODR) Regulations, 2015.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 3 is passed with requisite Majority.

(Handwritten Signature)



Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.(vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii = ii / (ii + iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v = iv / (ii + iv) * 100)$	
Item No. 4 Special Resolution: Approval of Issuance of Convertible Warrants to VMIPL, Promoter Group Company On Preferential Basis	70,26,559	99.6487	24,771	0.3513	NIL

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

Thus, based on the Results, the **Special Resolution** as contained in Item No. 4 is passed with requisite Majority.

Per Management confirmation, shareholders were provided an opportunity to communicate their comments on the corrigendum issued on 11th March 2026 concerning modifications to Resolution 4 and Item 4 of Explanatory Statement of the Postal Ballot Notice. No shareholder submitted comments within the prescribed 48-hour period.

Abhishek



11. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

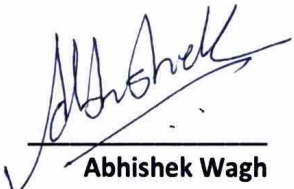
12. Restriction on Use

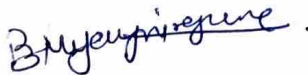
This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

Date: March 27, 2026
Place: Mumbai
ICSI UDIN: A065319G004128026
Peer Review No: 5599/2024

For Abhishek Wagh & Associates,
Company Secretaries,




Abhishek Wagh
Proprietor
ACS. 65319
CP No. 26968



Name: Punam Bhikaji Nyaynirgune
Witness 1
Address: National Storage Building Mahim



Name: Harsh Surve
Witness 2
Address: National Storage Building Mahim

To be Counter Signed by


Dinesh S. Patel
Executive Director & Chairperson
DIN: 00033273