



THEMIS MEDICARE LIMITED

[CIN: L24110GJ1969PLC001590]

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

• **Phone:** 022-6760 7080 • **E-mail:** themis@themismedicare.com; • **Website:** www.themismedicare.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

To
The Members,
Themis Medicare Limited

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") (including any statutory modification(s) or re-enactment for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) seeking your approval to the Company for entering into Related Party Transaction(s) to be passed as an Ordinary Resolution by Postal Ballot/ electronic voting (e-voting).

Consent of the Company is being sought for the aforesaid proposal by way of Ordinary Resolution in compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the above resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed **Mr. Shirish Shetye** of **M/s. Shirish Shetye and Associates, Practicing Company Secretaries** as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.

The Board has appointed Mr. Sangameshwar Iyer, Company Secretary as the person responsible for the entire poll process.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities to the members of the Company. It may be noted that e-voting is optional. However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. The members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If a member is opting for e-voting, then he/she/it is not required to send the Physical Ballot and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download the Postal Ballot Form from the websites: www.evotingindia.com or www.themismedicare.com.

In the event, the proposed resolution as set out herein below is assented to by majority of the members who have exercised their vote by means of Postal Ballot and/or e-voting, it shall be deemed to be passed by way of Ordinary Resolution.

The detailed procedure for e-voting is given in the notes to the Notice.

You are requested to peruse the proposed resolution along with the explanatory statement and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer, at the address of Link Intime (I) Pvt. Ltd., Registrars & Transfer Agent of the Company, **on or before 5.00 p.m. on Thursday, December 27, 2018**. In respect of the shareholders opting for e-voting mode as above, they should cast their vote online **from 9.00 a.m. on Wednesday, November 28, 2018 till 5.00 p.m. on Thursday, December 27, 2018** as per the instructions given in the notes to the Notice. **Your assent/dissent received after 5.00 p.m. on Thursday, December 27, 2018 would be strictly treated as if a reply from you has not been received.** Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Chairman, or in his absence to the Secretary of the Company.

The results of the Postal Ballot will be announced **on Monday, December 31, 2018 at 5.00 p.m.**, by the Chairman or by any person authorised by the Board of Directors of the Company at 11/12, Udyog Nagar, S. V. Road, Goregaon West, Mumbai – 400104 and will be displayed at the Registered Office of the Company at '69/A, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat, India, besides being communicated to Stock Exchange where the Company's shares are listed. The results will be subsequently published in at least one English and one Gujarati newspaper circulating in Valsad and will be displayed on the website of the Company (www.themismedicare.com).

RESOLUTION:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:

Approval for Transaction(s) with Related Party under Section 188 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to the below mentioned arrangement/transaction (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company:

| | |
|---|--|
| Related Party Transaction u/s 188 of the Companies Act, 2013 read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.* | Themis Distributors Private Limited |
| Nature of Relationship | A private company in which a director(s) or KMP(s) or his relative(s) is a member or director. |
| Name of Interested Directors(s) / KMP(s) | Mrs. Jayshree D. Patel (Whole-Time Director) Mrs. Reena S. Patel (Alternate Director) Mr. Tushar Dalal (Chief Financial Officer - KMP) Dr. Dinesh S. Patel (Executive Vice Chairman) Dr. Sachin D. Patel (Managing Director & CEO) |
| Sale, purchase of goods or materials or supply of services@ | Upto Rs. 90 Crores |

Terms and Conditions:

* The approval sought for entering into related party transactions shall be valid till the limits stated above are utilized and shall be at arm's length.

@ At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee of the Board constituted thereof be authorised to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and authorise any person (s) to severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

Date: 14th November, 2018

Place: Mumbai

By Order of the Board
For **Themis Medicare Ltd.**
Sd/-
Sangameshwar Iyer
Company Secretary

NOTES:

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business specified herein above is annexed hereto.

1. The Notice of the Postal Ballot is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope to all the members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, November 16, 2018**. The members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent the Notice of Postal Ballot by e-mail. Those members who have not so registered their e-mail IDs will receive the Notice of the Postal Ballot and the Postal Ballot Form by post/courier. The voting rights shall be reckoned on the paid-up value of the shares registered in the names of the shareholders as on the cut-off date i.e. **Friday, November 16, 2018**. Shareholders can also download the Postal Ballot Form from the websites: www.evotingindia.co.in or www.themismedicare.com or seek duplicate Postal Ballot Form from Registrar and Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083.
2. In accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The instructions for e-voting are annexed to this Notice.
3. The members can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. If a member is opting for e-voting, then he/she/it is not required to send the Physical Ballot and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid.

INSTRUCTIONS FOR E-VOTING:

- i. The voting period commences **from 9.00 a.m. on Wednesday, November 28, 2018 till 5.00 p.m. on Thursday, December 27, 2018**. During this period, members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, November 16, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <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 as mentioned in instruction (iv). |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the changed 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.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTION

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further, as required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions other than as specified under Regulation 23 (5) of the said Regulations shall require approval of the shareholders through an Ordinary Resolution.

The Company, in the ordinary course of its business, regularly does the transactions with its related parties including those mentioned in the Notice on an arm's length basis. On basis of the same, the Company hereby proposes to seek shareholders' approval for the said transactions by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the Company to enter into Related Party Transactions in one or more tranches. The particulars of the Related Party Transaction(s), which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

| | |
|---|--|
| Related Party Transaction u/s 188 of the Companies Act, 2013 read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.* | Themis Distributors Private Limited |
| Nature of Relationship | A private company in which a director(s) or KMP(s) or his relative(s) is a member or director. |
| Name of Interested Directors(s) / KMP(s) | Mrs. Jayshree D. Patel (Whole-Time Director) Mrs. Reena S. Patel (Alternate Director) Mr. Tushar Dalal (Chief Financial Officer - KMP) Dr. Dinesh S. Patel (Executive Vice Chairman) Dr. Sachin D. Patel (Managing Director & CEO) |
| Sale, purchase of goods or materials or supply of services@ | Upto Rs. 90 Crores |

Terms and Conditions:

* The approval sought for entering into related party transactions shall be valid till the limits stated above are utilized and shall be at arm's length.

@ At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

The entities as falling under definition of related party in the context of the contract(s) or arrangement(s) or transaction(s) for which the above Ordinary Resolution is being passed shall abstain from voting.

Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution set forth above in the Notice for approval of the Shareholders as an Ordinary Resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Themis Medicare Limited

[CIN: L24110GJ1969PLC001590]

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

Phone: 022-6760 7080

Email:themis@themismedicare.com;Website:www.themismedicare.com

Date: 14th November, 2018

Place: Mumbai

By Order of the Board
For **Themis Medicare Limited**
Sd/-
Sangameshwar Iyer
Company Secretary



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[CIN: L24110GJ1969PLC001590]

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

• Phone: 022-6760 7080 • E-mail: themis@themismedicare.com • Website: www.themismedicare.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the Form)

Sr.No.:

| | | | |
|----|--|---|--|
| 1. | Name(s) of Member(s) Registered Address of the Sole / First named Member | : | |
| 2. | Joint-holders, if any | : | |
| 3. | Registered Folio No. / DP ID No. */ Client ID No.* (*applicable to investors holding shares in demat form) | : | |
| 4. | No. of shares held | : | |

I / We hereby exercise my / our vote in respect of the following Ordinary Resolution to be passed through Postal Ballot for the Special Business stated in the Notice of Postal Ballot dated November 14, 2018 of the Company by conveying my/our assent or dissent to the said Resolution by placing tick (v) mark in the appropriate boxes given below :

| Item No. | Description | No. of shares held | I / We assent to the resolution (FOR) | I / We dissent from the resolution (AGAINST) |
|----------|--|--------------------|---------------------------------------|--|
| 1. | Ordinary Resolution: To authorise the Board of Directors of the Company to enter into contract(s) or arrangement(s) or transaction(s) with the related party including material related party transactions. | | | |

Place :

Date :

(Signature of the Member / Beneficial Owner)

E-Voting Particulars

| EVSN (E-voting Sequence Number) | User ID | Password |
|------------------------------------|---------|----------|
| 181122003 | | |

Notes :

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read carefully, the instructions printed over leaf before exercising your vote.
- The last date of receipt of Postal Ballot Form by the Scrutinizer is Thursday, December 27, 2018.

INSTRUCTIONS

1. A member desiring to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy is permitted to be used for the purpose) and send it **to the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd.,** in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots if deposited in person or if sent by courier at the expense of the member shall also be accepted.
 2. The self-addressed envelope bears the name and address of the Scrutinizer / Registrars & Transfer Agent of the Company M/s. Link Intime (I) Pvt. Ltd.
 3. This Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company / Depository Participants.
 4. Unsigned, incomplete, defaced, mutilated and incorrectly ticked Postal Ballot Forms shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding on the members.
 5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority Letter / Power of Attorney together with attested specimen signature(s) of the authorised signatory(ies).
 6. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint members.
 7. The right of voting by Postal Ballot / e-voting shall not be exercised by a Proxy.
 8. A member need not use all his/her/its votes nor he/she/it needs to cast all his/her/its votes in the same way. If the member desires to cast only part of his/her/its votes or cast part of them in favour and part of them against the resolution(s), the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member.
 9. **The voting period commences from 9.00 a.m. on Wednesday, November 28, 2018 till 5.00 p.m. on Thursday, December 27, 2018.** Postal Ballot Form(s) received after this date will be strictly treated as if the reply from the Shareholders / Members / Beneficial Owners has not been received.
 10. Duly completed Postal Ballot Form should be received by the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd., **on or before 5.00 p.m. on Thursday, December 27, 2018.** Postal Ballot Forms received after this date will be strictly treated as if no reply from the member has been received.
 11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members / beneficial owners as on the cut-off date i.e. **Friday, November 16, 2018.**
 11. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than **Monday, December 31, 2018.**
 12. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage pre-paid envelopes addressed to the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd., and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
 13. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal ballot Form should reach the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd not later than the date specified at serial no. 10 above.
 14. The results of the Postal Ballot will be displayed at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), and posted on the Company's website for the information of the members.
 15. The Company is pleased to offer e-voting facility as an alternate for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is outlined in the Notes to the Postal Ballot Notice.
 16. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for e-voting, then please do not cast your vote by e-voting and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid.
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