

Notice to Members

NOTICE is hereby given that the 50th Annual General Meeting of the Members of **THEMIS MEDICARE LIMITED** will be held Monday, 28th September 2020 at 12:00 Noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2020, together with the Auditors’ Report and Directors’ Report thereon.
- To appoint a Director in place of Mr. Rajneesh Anand (DIN 00134856) who retires by rotation and being eligible, offers himself for re-appointment.
- To declare dividend for the financial year ended 31st March, 2020.

SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor

To consider & if thought fit, to pass 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 hereof, for the time being in force), remuneration of ₹2,68,000/- 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 (Firm Registration No. 0011) Mumbai, conducting the cost audit of the cost accounts maintained by the Company in respect of bulk drugs and formulations for the financial year ended 31st March, 2021, be and is hereby ratified.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

5. To consider & if thought fit, to pass the following resolution as an Ordinary Resolution for increase in limit for related party transactions:

“**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, 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) 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 ₹280 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.

Including the limit of ₹90 Crores approved by the members by the Resolution by postal ballot on 31st December, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company or any 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."

6. **To consider & if thought fit, to pass the following resolution as a Special Resolution for giving Corporate Guarantee and providing Security.**

"**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, and all other applicable rules and provisions,

if any, of the Companies Act, 2013, and such other regulations and conditions, approval of the Company be and is hereby accorded to the Board of Directors of the Company for providing security and giving a Corporate Guarantee on behalf of Themis Distributors Private Limited in favour of Union Bank of India and for taking all actions in connection with any Loan/banking facilities availed of / to be availed of by Themis Distributors Private Limited, an entity covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to Sub section 2 of the said Section 185, of an aggregate outstanding amount not exceeding ₹45 Crores (Rupees Forty five Crores only) at any time, as may be decided by the Board of Directors, from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid providing of security and giving of Guarantee and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By order of the Board of Directors

Sd/-

Sangameshwar Iyer

Company Secretary & Compliance Officer

Membership No.: A6818

Date : 14th August, 2020

Place : MUMBAI

Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
Vapi-396 195, Dist. Valsad, (Gujarat).

CIN : L24110GJ1969PLC001590.

NOTES:

1. At the 47th AGM, M/s. R. P. Sardar & Co., Chartered Accountants (Firm Registration No. 109273W) were appointed as Statutory Auditors of the Company for a period of 5 years until the conclusion of the 52nd AGM of the Company. The ratification of their appointment pursuant to Section 139 of the Companies Act, 2013 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 AGM Notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 05th May 2020 read with circulars dated 08th April 2020 and 13th April 2020 (collectively referred to as "MCA Circulars") permitted the holding Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies, Act 2013 (the Act)
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
6. Institutional/Corporate members Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorisation etc., authorising its representative to attend the Annual General Meeting through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the RTA by email at instameet@linkintime.co.in through their registered email address to with copies marked to the Company at cfoassist@themismedicare.com.
7. In terms of Section 152 of the Companies Act, 2013, Mr. Rajneesh Anand (DIN 00134856), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
8. The details of the Directors seeking reappointment under item nos. 2 of this Notice, are provide in the annexure hereto in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
9. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. The Board of Directors of the Company at its meeting held on 08th June, 2020 considered that the special business from Item No 4 to Item No 6 being considered unavoidable, be transacted at the 50th AGM of the Company.
10. 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.
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 on all working days, except Saturdays, during business hours up to the date of the Meeting.

12. The Company has notified closure of Register of Members and Share Transfer Books from Monday 21st September 2020 to Monday, 28th September 2020 both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2019-20, if declared at the AGM.
13. Members are informed that there is no dividend amount remaining unclaimed and due for transfer on to the Investor Education and Protection Fund [IEPF] established by the Central Government in terms of the Companies Act, 2013.
- The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2011-12, from time to time, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
- Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) to designated Demat Account of the IEPF Authority maintained with NSDL. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.
14. 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, therefore, 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/ LinkIntime India Pvt Ltd (Company's Registrar & Share Transfer Agents) 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.
15. 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. Monday 21st September 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in
- 16. Registration of email ID and Bank Account details:**
- In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, the log in details for e-voting are being sent on the registered email address.
- In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
- In case of Shares held in Physical Mode:**
The Shareholder may send a request quoting its Folio No. to RTA by email at rnt.helpdesk@linkintime.co.in
 - In the case of Shares held in Demat mode:**
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the 50th AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.themismedicare.com, websites 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 above in point 18. Post successful registration of email address, the member will receive the soft copy of the Notice of AGM and Annual Report.

18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 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 dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Link Intime for assistance in this regard.
19. 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 AGM i.e. on/after 28th September 2020 as under:
- To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories" whose names appear as beneficial owners as at the end of the business hours on Saturday, September 19, 2020.
 - 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 Saturday, September 19, 2020.
 - Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, after normalization of the postal services.
20. 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 April 1, 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.

21. For Resident Shareholders:

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

Members having valid PAN	7.5% 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 FY 2021 does not exceed 5,000 and also in cases where members provide valid Form15G/Form15H(applicable to individuals aged 60 years or more) 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. Shareholder 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 sections 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 FY2021 obtained from the revenue authorities of the country of tax residence, duly attested by shareholder

- Self-declaration in Form 10F
- 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 Link Intime or the Company before Saturday, 19th September, 2020.

22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through CDSL e-voting system at www.evotingindia.com in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility, for participation in the 50th AGM through VC/OAVM Facility and e-Voting during the 50th AGM.
23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
24. The Board of Directors of the Company has appointed **M/s. Shirish Shetye and Associates., Practicing Company Secretaries**, (FCS: 1926; CP: 825) as Scrutinizer to scrutinize the remote e-voting and E-voting at meeting process in a fair and transparent manner and he/she has communicated his/her willingness to be appointed and will be available for same purpose.
25. All correspondence relating to transmission of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agents (R&T Agents) only at their address: LINK INTIME INDIA PRIVATE LIMITED, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, Tel: +91 22 49186200; Fax: +91 2224918619 Website: www.linkintime.co.in Email: rnt.helpdesk@linkintime.co.in
26. The instructions for shareholders voting electronically are as under:
- The voting period begins on Friday, September 25, 2020 at 9:00 am and ends on Sunday, September 27, 2020 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) of Monday September 21, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders / Members
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - 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 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	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"> 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)	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 memberid/folionumberintheDividendBankdetailsfieldasmentionedininstruction(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 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.

- a) 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.
 - b) 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.
 - c) 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.
- (xx) 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.

General Guidelines for VC/ OAVM Participation:

1. Members who have not casted their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM by clicking the link.
2. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, PAN, email id, mobile number at cfoassist@themismedicare.com by Friday, 25th September ,2020.Those shareholders/ members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
3. Shareholders/members will receive “speaking serial number” once they mark attendance for the meeting.
4. Participation of members holding 2% or more shareholding, promoters, directors, KMP's, the

- Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders and Relationship Committee and Auditors is not restricted on first come first serve basis.
5. Facility of joining the AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM for the members to join. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the necessary procedure mentioned in the notice of this AGM.
 6. Please note that Shareholders / Members connecting through mobile devices or tablets, or through laptop via mobile hotspot may experience audio video loss due to fluctuation in their respective networks. It is therefore recommended to use the stable Wi-Fi or LAN connections to mitigate any of the aforementioned glitches.

Instructions for shareholders/members to attend the Annual General Meeting through instameet:

Instructions for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/ OAVM) are as under:

1. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
2. Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, Scrutinizer etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

3. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:
 - i. Open the internet browser and launch the URL for InstaMeet
<https://instameet.linkintime.co.in> and register with your following details:
 - a) DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b) PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c) Mobile No.
 - d) Email ID
 - ii. Click “Go to Meeting”
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Instructions for shareholders/members to vote during the Annual General Meeting through instameet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

Annexure to Notice

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:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at its meeting held on 8th June, 2020, 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 2020-21 at a remuneration of ₹2,68,000/- per annum (plus applicable taxes) and reimbursement of out of pocket expenses, if any, in connection with the Cost Audit.

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 Directors recommend the above resolution for passing by the shareholders.

Item No. 5:

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 that 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) Dr. Dinesh S. Patel (Executive Vice Chairman) Dr. Sachin D. Patel (Managing Director & CEO) Mrs. Reena S. Patel (Alternate Director and relative of the aforesaid Directors)
Sale, purchase of goods or materials or supply of services@	Upto ₹280 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.

Including the limit of ₹90 crores approved by the members by the Resolution by postal ballot on 31st December, 2018.

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.

Your Directors recommend the resolution set out at Item no. 5 to be passed as a Ordinary Resolution by the members.

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

Item No. 6:

Your Company is required to give guarantee(s) and/

or provide security(ies) in connection with any (loan/banking facilities”) availed of / to be availed of by Themis Distributors Private Limited (TDPL).

TDPL is an entity covered under the category of ‘a person in whom any of the Directors of the Company is interested’ as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013.

The said guarantee(s)/security(ies) shall be utilised by TDPL for their business activities and the matters connected and incidental.

Hence, consent of the members is being sought by way of a Special Resolution pursuant to Section 185 and such other applicable provisions of the of the Companies Act, 2013 and such other applicable regulations for giving of guarantee(s), and/or providing of security(ies) in connection with any loan/banking facilities availed of / to be availed of by TDPL of an aggregate outstanding amount not exceeding ₹45 Crores (Rupees Forty five crores only) at any time and necessary delegation of authority to the Board for this purpose.

Following are the brief particulars of the security provided and or/guarantee given by your Company to TDPL.

Name of the Company	Particulars of security provided and/or guarantee given or to be provided	Purpose
Themis Distributors Private limited (TDPL)	Aggregate amount of securitiesguarantee to be given or to be shall not exceed an amount of ₹45 Crores at any time. The details of security provided are as follows: Hypothecation by way of first charge in favour of the Bank all tangible movable machineries, plant, machinery fixtures, fittings, other installations, cranes, furniture, computer and other accessories, vehicles together with spares, tools and accessories and all other articles lying on the premises at Hyderabad, Vapi, Haridwar or in the godowns of the Company or in the custody of any person who are mercantile agents of the Company or in the course of transit which may hereinafter be brought, stored or be lying in or upon the said premises of the Company.	To be utilized for the principal business activities of TDPL.

Except Mrs. Jayshree D. Patel, being common Director and shareholder ,Dr. Dinesh S. Patel and Dr. Sachin D. Patel, being Directors of the Company and common shareholders between TDPL and the Company including relatives to the extent of their shareholding in the Company, if any, none of the other Directors or the Key Managerial Personnel or their relatives is in any way interested or concerned, financially or otherwise in this Resolution.

Your Directors recommend the resolution set out at Item no. 6 to be passed as a Special Resolution by the members.

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

By order of the Board of Directors

SD/-

Sangameshwar Iyer

Company Secretary & Compliance Officer
Membership No.: A6818

Date : 14th August, 2020

Place : MUMBAI

Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
Vapi-396 195, Dist. Valsad, (Gujarat).

CIN : L24110GJ1969PLC001590.

Annexure to Item 2 of the Notice

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

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Rajneesh Anand
Date of Birth	05-03-1954
Nationality	Indian
Date of Appointment on the Board	27-04-2007
Qualifications	B.E.(Mech), MIE, DMS
Expertise in specific functional Area	Over 43 years of industrial experience in the areas of production, Planning, Project implementation, Engineering, Finance, Administration etc.
Number of shares held in the Company	7250 Equity shares
List of the Directorships held in other companies	<ul style="list-style-type: none"> • Richter Themis Medicare (India) Pvt. Ltd. • Long Island Nutritionals Pvt. Ltd.
Number of Board Meetings attended during the year	4
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	<p>Chairman: Nil</p> <p>Member: Themis Medicare Limited – Stakeholder Relationship Committee</p>
Relationships between Directors inter-se	Not related to any Director
Remuneration details	Nil
Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether listed or not)	