



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

16th October, 2023

Listing 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,

Subject: Notice of Postal Ballot and E-voting

We enclose herewith a copy of the Notice of Postal Ballot of Themis Medicare Limited (the "Company") dated **7th September, 2023**, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Notice"), seeking approval of the Members of the Company on the Resolutions forming part of the Notice.

In accordance with circulars issues by Ministry of Corporate Affairs (MCA), from time to time, this Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members /list of Beneficial Owners as on **Tuesday, 10th October, 2023** ("Cut-off Date") and whose e-mail addresses are registered with the the Company/ Registrar and Transfer Agent ("RTA") / Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

The Company has engaged the services of the Central Depository Services (India) Limited (CDSL), an agency authorised by the MCA, to provide remote e-voting facility. The voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders as on Cut-off Date. The procedure for remote e-voting is detailed in the Notes to the Notice.

The remote e-voting period shall commence from **Tuesday, 17th October, 2023** at 9:00 a.m. (IST) and conclude on **Wednesday, 15th November, 2023**, at 05:00 p.m. (IST). The remote e-voting facility shall be disabled by CDSL thereafter. The result of the Postal Ballot will be declared on or before **Friday, 17th November, 2023**.

The Notice is also available on the Company's website at <https://www.themismedicare.com/>.

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 ***Website:** www.themismedicare.com



THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

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

Phone No: 91-22-67607080 Fax: 91-22-67607070

website <http://www.themismedicare.com>. E-mail: themis@themismedicare.com

NOTICE OF POSTAL BALLOT

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

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, ("Rules") as amended, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India, from time to time (the "MCA Circulars") , Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), each as amended, to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of Postal Ballot only through remote electronic voting ("e-voting") process.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice.

Themis Medicare Limited (the "Company") is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ("RTA") / Depositories. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the Central Depository Services (India) Limited (CDSL), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Notice.

The remote e-voting period shall commence from **Tuesday, 17th October, 2023 at 9:00 a.m. (IST) and conclude on Wednesday, 15th November, 2023, at 05:00 p.m. (IST)**. The remote e-voting facility shall be disabled by CDSL thereafter.



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The Board has appointed **CS Shirish Shetye** (FCS 1926), or failing him, **CS Aparna P. Joshi** (FCS 7172) or failing her, **CS Vaibhav S. Velankar** (FCS 11448), Designated Partners of **M/s. SAV & Associates LLP**, Practicing Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Upon completion of scrutiny of the Postal Ballot (e-voting), the Scrutinizer will submit his / her report to the Chairman or in his absence to the Company Secretary of the Company or any person authorised by him / her on or before **Friday, 17th November, 2023**. The result of Postal Ballot (e-voting) shall be declared on or before **Friday, 17th November, 2023** at the Company's Corporate office. In addition to the results being communicated to stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited, CDSL, RTA, it shall also be displayed at the Company's Registered and Corporate office and on the Company's website www.themismedicare.com.

SPECIAL BUSINESS:

1) Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT Mr. Shishir Dalal (DIN: 00007008) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective September 11, 2023, by the Board of Directors ("the Board") of the Company, in terms of Section 161 of the Companies Act, 2013 ("Act") read with related Rules (including any modification, amendment or re-enactment thereof) and the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and the Articles of Association of the Company, the appointment of Mr. Shishir Dalal, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a



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term of 5 (Five) years commencing September 11, 2023 through September 10, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

2) Appointment of Dr. Adam Demeter (DIN: 10283162) as a Non-Executive Director, liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of the provisions of Section 152 read with schedule IV of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Dr. Adam Demeter (DIN: 10283162) who was appointed by the Board of Directors("the Board") as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from September 11, 2023, pursuant to Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By order of the Board
for **Themis Medicare Limited**

Sd/-
Sangameshwar Iyer
Company Secretary & Compliance Officer

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

CIN: L24110GJ1969PLC001590.

Email Id: cfoassist@themismedicare.com

Website: www.themismedicare.com

Place: Mumbai

Date: 7th September, 2023



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Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended, setting out the material facts concerning the said Resolutions and the reasons therefor is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Tuesday, 10th October, 2023 ("Cut-off Date")**. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. The Notice is being electronically sent to all the Members of the Company, whose names appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Tuesday, 10th October, 2023** and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all the persons who are Members of the Company as on Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at cfoassist@themismedicare.com or Sangameshwar.iyer@themismedicare.com, along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in electronic form are requested to get their e-mail IDs registered with their respective Depository Participants.

4. In accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 of Rules, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolutions set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of CDSL as the agency to provide



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the remote e-voting facility.

5. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL/CDSL as on the Cut-off Date i.e., **Tuesday, 10th October, 2023** shall not be entitled to avail the facility of e-voting. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders as on Cut-off Date. Persons who are not equity shareholders of the Company as on the Cut-off Date should treat this Notice for information purposes only.
6. Dispatch of the Notice shall be deemed to be completed on **Monday, October 16, 2023**, i.e., the day on which Link Intime India Private Limited, Registrar and Share Transfer Agent, sends out the communication for the postal ballot process by e-mail to the members of the Company.
7. The Board of Directors of the Company has appointed **CS Shirish Shetye** (FCS 1926), or failing him, **CS Aparna P. Joshi** (FCS 7172) or failing her, **CS Vaibhav S. Velankar** (FCS 11448), Designated Partners of **M/s. SAV & Associates LLP**, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
8. The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before **Friday, 17th November, 2023**, at the Corporate Office of the Company. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.themismedicare.com and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
9. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
10. The Resolutions as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last day of e-voting i.e. **Wednesday, 15th November, 2023**.
11. All relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Registered Office during working hours on any working day up to the date of declaration of the result of Postal Ballot, in accordance



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with the provisions of Section 110 of the Companies Act, 2013. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at cfoassist@themismedicare.com and sangameshwar.iyer@themismedicare.com

12. Instructions to Shareholders for Remote E-Voting:

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

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

i) The voting period begins on **Tuesday, 17th October at 9:00 a.m. (IST)** and ends on **Wednesday, 15th November, 2023, at 05:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of **Tuesday, 10th October, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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



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

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

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

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

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	<p>link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,



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- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<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.

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is

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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.

- vii)** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii)** Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- ix)** 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.
- x)** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi)** 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.
- xii)** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii)** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv)** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv)** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi)** Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.



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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cfoassist@themismedicare.com and sangameshwar.iyer@themismedicare.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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



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Phone No: 91-22-67607080 Fax: 91-22-67607070

website <http://www.themismedicare.com>. E-mail: themis@themismedicare.com

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS POSTAL BALLOT NOTICE:

- i. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in. The last date for registration of email ids is **Wednesday, 8th November, 2023**.
- ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060), by following the due procedure.
- iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- iv. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested



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scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

- v. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

SEBI Circular on e-voting facility:

Shareholders are requested to note that SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, with an objective to increase the efficiency of the voting process and the participation by the public non-institutional shareholder's/retail shareholders, has decided to enable e-voting to all the demat account holders, by way of a single login credential, directly through their demat accounts with depository participants or by registering with the Depositories.

Pursuant to the circular, demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby, facilitating seamless authentication as well as enhancing ease and convenience of participating in the e-voting process. The said facility will be available to all individual shareholders holding securities in demat mode and will be implemented in a phased manner over 6 to 12 months of the date of the SEBI Circular.

Accordingly, Shareholders are requested and encouraged to reach out to their Depository Participants/Depositories to register and avail of the facility as and when same is available. The weblink of the SEBI Circular is given below for easy access and reference of the Shareholders: https://www.sebi.gov.in/legal/circulars/dec-2020/e-voting-facility-provided-by-listed-entities_48390.html.

Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at cfoassist@themismedicare.com and sangameshwar.iyer@themismedicare.com.



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**By order of the Board
for Themis Medicare Limited**

**Sd/-
Sangameshwar Iyer
Company Secretary & Compliance Officer**

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

CIN: L24110GJ1969PLC001590.

Email Id: cfoassist@themismedicare.com

Website: www.themismedicare.com

Place: Mumbai

Date: 7th September, 2023



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

SPECIAL BUSINESS:

1) Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director:

Pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had on 7th September, 2023, appointed Mr. Shishir Dalal as an Additional Director in the capacity of Independent Director of the Company, for a term of 5 years with effect from 11th September, 2023 to 10th September, 2028, subject to approval of members of the Company.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In the opinion of the Board and the Nomination and Remuneration Committee, Mr. Shishir Dalal possesses necessary qualification, expertise and experience and be eligible to be appointed as Director on the Board of the Company.

Brief Profile of Mr. Shishir Dalal:

Mr. Shishir Dalal is a Senior Chartered Accountant, having more than thirty years' experience in the fields of Audit, Taxation, Advisory, etc. He was a Senior Partner with Dalal & Shah, a renowned Chartered Accountants' Firm, having clients such as Kirloskar, Bajaj, Kalyani, Jain, Parle Bisleri, Bharat Forge, Bharat Bijlee, Century, Raymonds, Mukund, etc. He was an Advisor for Parle for selling Parle Soft Drink Brand Thums-up, Maaza, to Coca Cola, U.S.A.

In the year 2009, Dalal & Shah, Chartered Accountants, became a member firm with PWC India. Later on, he started his own firm i.e., Eurus Management Services, which provides consultancy to several Companies on M & A, Accounting Issues, etc.

In addition to the above, he is on the Board of some of the multi-national Companies in India as well as Dubai. He is the Audit Committee Chairman of Windsor Machines Limited and Sustainable Agro-Commercial Finance Limited (SAFL), a subsidiary unit of Jain Irrigation Systems Limited.



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The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for appointment as an Independent Director of the Company. The Nomination and Remuneration Committee of the Board has also considered and recommended his appointment as Director (Independent).

The Company has received a declaration from Mr. Shishir Dalal confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Dalal to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Further, Mr. Shishir Dalal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Shishir Dalal has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Shishir Dalal has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Mr. Shishir Dalal does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. During his term as an Independent Director, Mr. Dalal will be entitled to receive the sitting fees for attending meetings of the Board and the Committees thereof, of which he is a member and commission, as may be decided by the Board of Directors for Non-Executive Directors.

In the opinion of the Board of Directors, Mr. Shishir Dalal is eligible to be appointed as an Independent Director for a term of 5 consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company up to Wednesday, 15th November, 2023 on any working day except Saturday, Sunday and public holidays between 9.00 a.m. (IST) and 5:00 p.m. (IST).



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None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

The Board of Directors recommends the resolution at Item No. 1 of the accompanying Notice as a Special Resolution, for appointment of Mr. Shishir Dalal as an Independent Director of the Company.

2) Appointment of Dr. Adam Demeter (DIN: 10283162) as a Non-Executive Director, liable to retire by rotation:

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Companies Act, 2013 read with applicable Rules framed there under and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had on 7th September, 2023, appointed Dr. Adam Demeter as an Additional Director of the Company, with effect from 11th September, 2023, subject to approval of members of the Company.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for appointment as a Non-Executive Non-Independent Director of the Company. The Nomination and Remuneration Committee of the Board has also considered and recommended his appointment as Director (Non-Executive).

The Board is in receipt of consent and declarations as required under Companies Act, 2013 from Dr. Adam Demeter, including his brief profile as appended below:

Brief Profile of Dr. Adam Demeter:

Dr. Adam Demeter holds a Master's Degree in Chemical Engineering from Budapest Institute of technology & Economics. He also holds a Ph.D in Chemistry and has done his MBA from the Budapest Institute of Technology and Economics. He has wide experience in Research and Manufacturing.

Presently, he is the Head of API Manufacturing of Gedeon Richter Plc.



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None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

The Board of Directors recommends the resolution at Item No. 2 of the accompanying Notice as an Ordinary Resolution, for appointment of Dr. Adam Demeter as a Director liable to retire by rotation.

**By order of the Board
for Themis Medicare Limited**

**Sd/-
Sangameshwar Iyer
Company Secretary & Compliance Officer**

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

CIN: L24110GJ1969PLC001590.

Email Id: cfoassist@themismedicare.com

Website: www.themismedicare.com

Place: Mumbai

Date: 7th September, 2023

THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

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As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the statement below gives the relevant details of the Directors being appointed as per the accompanying Notice:

Name of the Director	Mr. Shishir Dalal (DIN: 00007008)	Dr. Adam Demeter (DIN: 10283162)
Date of Birth	29 th May, 1956	4 th November, 1971
Nationality	Indian	Hungarian
Brief Resume of the Director	As prescribed in the Explanatory Statement of this Postal Ballot Notice	
Date of Appointment on the Board	11 th September, 2023	11 th September, 2023
Qualifications	Chartered Accountant from the Institute of Chartered Accountants of India	Master's Degree in Chemical Engineering from Budapest Institute of technology & Economics. He also holds a Ph.D in Chemistry and has done his MBA from the Budapest Institute of Technology and Economics.
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies (excluding foreign, private and section 8 Company)	<ol style="list-style-type: none"> 1) Remsons Industries Limited 2) Transwarranty Finance Limited 3) Keynote Financial Services Limited 4) Windsor Machines Limited 5) Sustainable Agro-Commercial Finance Limited (Debt listed) 	None
Number of Board Meetings attended during the year	Not Applicable	Not Applicable

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<p>Chairman/ Member in the Committees of the Boards of companies in which he is Director (excluding foreign, private and section 8 Company) (Only Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee)</p>	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1) Windsor Machines Limited – Chairman 2) Keynote Financial Services Limited – Chairman 3) Sustainable Agro - Commercial Finance Limited – Chairman 4) Remsons Industries Limited – Member 5) Transwarranty Finance Limited <p>Stakeholders Relationship Committee:</p> <p>Remsons Industries Limited – Member</p> <p>Nomination and Remuneration Committee:</p> <ol style="list-style-type: none"> 1) Windsor Machines Limited – Chairman 2) Keynote Financial Services Limited – Member 3) Sustainable Agro - Commercial Finance Limited – Member 	<p>None</p>
<p>Terms and conditions of appointment or re-appointment</p>	<p>Appointment as Non-Executive Independent Director, not liable to retire by rotation.</p>	<p>Appointment as Non-Executive Non-Independent Director, liable to retire by rotation.</p>
<p>Relationships between Directors inter se</p>	<p>Nil</p>	<p>Nil</p>



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Remuneration details	Only Sitting fees and Commission as may be approved by the Board of Directors of the Company	Only Sitting fees and Commission, if any as may be approved by the Board of Directors of the Company
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