



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

**8<sup>th</sup> April, 2024**

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

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

Dear Sir/Madam,

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

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

- a) the Voting Results of the business transacted by the Company by way of Postal Ballot Notice dated 10<sup>th</sup> February, 2024.
- b) Scrutinizer's Report dated 8<sup>th</sup> April, 2024 on the Postal Ballot.

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

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

Kindly take this on record.

Thanking you,

Yours faithfully,

For **Themis Medicare Limited**

**Sangameshwar Iyer**

Company Secretary & Compliance Officer

Encl: As above

## **Themis Medicare Limited**

**Corporate Office:** 11/12 Udyog Nagar, S V Road, Goregaon (W), Mumbai – 400 104, India

**\*Tel.:** 91-22-67607080 **\*Fax:** 91-22-67607070/ 28746621

**Regd. Office:** Plot No. 69-A, G.I.D.C., Industrial Estate, Vapi-Gujarat

**CIN No.:** L24110GJ1969PLC001590 **\*Tel/ Fax No.:** **Regd. Off.:** 0260-2431447/ 2430219

**\*E-mail:** themis@themismedicare.com **\*Website:** www.themismedicare.com

### General information about company

Scrip code	530199
NSE Symbol	THEMISMED
MSEI Symbol	NOTLISTED
ISIN	INE083B01024
Name of the company	THEMIS MEDICARE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-04-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	SHIRISH SHETYE
Firms Name	SAV & Associates LLP
Qualification	CS
Membership Number	1926
Date of Board Meeting in which appointed	10-02-2024
Date of Issuance of Report to the company	08-04-2024

Voting results	
Record date	01-03-2024
Total number of shareholders on record date	11382
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve material Related Party Transactions with Themis Distributors Private Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	61803990	58505950	94.6637	58505950	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	61803990	58505950	94.6637	58505950	0	100	0
Public-Institutions	E-Voting	83539	361	0.4321	361	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	83539	361	0.4321	361	0	100	0
Public- Non Institutions	E-Voting	30152591	191722	0.6358	191247	475	99.7522	0.2478
	Poll		0	0	0	0	0	0
	Postal Ballot (if		0	0	0	0	0	0

	applicable)							
	Total	30152591	191722	0.6358	191247	475	99.7522	0.2478
Total		92040120	58698033	63.7744	58697558	475	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

## SCRUTINIZER'S REPORT

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

Subject: Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolution set-out in the notice dated 10<sup>th</sup> February, 2024.

Dear Sir,

1. I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Themis Medicare Limited ("the Company") vide resolution passed on 10<sup>th</sup> February, 2024, pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinising the Postal Ballot through e-voting in respect of the below stated resolution as proposed in the Postal Ballot notice dated 10<sup>th</sup> February, 2024 and I submit my report as under:
2. The management of the Company is responsible to ensure the compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended ('the Act'), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read along with the General Circular No. 09/2023 dated 25th September, 2023 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in respect of Postal Ballot through remote e-voting.
3. My responsibility as a Scrutiniser for the e-voting is restricted to ensure that the voting process through the remote e-voting is conducted in a fair and transparent manner and to make a Scrutiniser's Report of the votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorised agency to provide e-voting facilities.
4. Pursuant to the SEBI and MCA circulars, the Notice dated 10<sup>th</sup> February, 2024 and the explanatory statement setting out material facts under section 102 of the Act in respect of the resolution proposed, was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories.



5. Further to above, I submit my report as under:

- (1) The Company has provided the e-voting facility through CDSL on their website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company at [www.themismedicare.com](http://www.themismedicare.com) and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.
- (2) The notices were sent through email and they contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (3) As prescribed in the said Rules, the Company has also published the advertisements on 09<sup>th</sup> March, 2024 and they carried the required information as specified in the said rules.
- (4) The Members holding shares or beneficial interest in the shares, as on Friday, 01<sup>st</sup> March, 2024, ("cut-off date"), were entitled to vote on the resolution stated in the Notice dated 10<sup>th</sup> February, 2024.
- (5) The e-voting was commenced from 09<sup>th</sup> March, 2024 at 9.00 a.m. (IST) and ended on 07<sup>th</sup> April, 2024 at 5.00 p.m. (IST) and CDSL e-voting platform was blocked in due time. After the closure of the voting period, the report on voting done through electronic voting system was generated in my presence and the voting was diligently scrutinised.
- (6) The votes cast under remote e-voting facility were unblocked on 08<sup>th</sup> April, 2024, in the presence of two witnesses, who are not in the employment of the Company.
- (7) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the respective Resolution.
- (8) The result of the e-voting exercised is as under:

**Item No. 1 – as an Ordinary Resolution:** To approve material Related Party Transactions with Themis Distributors Private Limited:

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
84	5,86,97,558	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	475	0%

(iii) Invalid votes

Number of members Voted	Number of votes cast by them
1	27,40,040

6. You may accordingly declare the results of the postal ballot process conducted through electronic voting system.
7. Based on the aforesaid result, we report that, the resolutions as contained in the Notice of Postal Ballot dated 10<sup>th</sup> February 2024 has been passed with requisite majority.

Thanking you,

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

**CS Shirish Shetye**  
**Designated Partner**  
**FCS- 1926 CP-825**  
Scrutinizer for postal ballot process  
conducted through electronic voting system  
**UDIN: F001926F000057234**  
**Peer Review Regn. No.: 4867/2023**  
Place: Thane  
Date: 8<sup>th</sup> April 2024

Witness:

Countersigned and received the report  
on behalf of Chairman

1.  
CS Aparna Joshi

Sangameshwar Iyer  
Company Secretary

2.  
Swati Kulkarni