



TML: CS: 2019-20:

28th August, 2019

BSE Limited,
P. J. Towers, Dalal Street,
Mumbai-400001

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra – Kurla Complex,
Bandra – East, Mumbai- 400 051

Dear Sir/Madam,

Sub: Disclosure Regarding Voting Results of 49th Annual General Meeting (AGM) of the Company as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

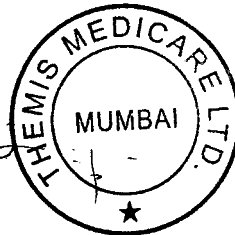
As per the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, given below are the details of the voting results of the 49th Annual General Meeting (AGM) of the Company, held on Tuesday, 27th August, 2019 which commenced at 10.30 a.m. and concluded at 11:00 a.m. at the Registered Office of the Company situated at 69/-A, GIDC Industrial Estate, Dist. Valsad, Vapi – 396 196, Gujarat as per the prescribed format under the said regulation.

Further, consolidated Scrutinizer's Report on remote e-voting and poll is also enclosed herewith.

Kindly consider this as compliance under Regulation 44(3) of the SEBI (LODR) Regulations, 2015.

Thanking you,
Yours faithfully,

For **THEMIS MEDICARE LTD.**



SANGAMESHWAR IYER
COMPANY SECRETARY & COMPLIANCE OFFICER

Themis Medicare Limited

Corporate Office : 11/12, Udyog Nagar, S. V. Road, Goregaon (West), Mumbai - 400 104. India
Tel. : 91-22-6760 7080 • **Fax :** 91-22-6760 7070 / 2874 6621

Regd. Office : Plot No. 69-A, G.I.D.C. Industrial Estate, Vapi - 396 195, 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	NA
ISIN	INE083B01016
Name of the company	THEMIS MEDICARE LTD
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-08-2019
Start time of the meeting	10:30 AM
End time of the meeting	11:00 AM

Scrutinizer Details	
Name of the Scrutinizer	Mr. Shirish Shetye
Firms Name	M/s. Shirish Shetye & Associates
Qualification	CS
Membership Number	1926
Date of Board Meeting in which appointed	28-05-2019
Date of Issuance of Report to the company	27-08-2019

Voting results	
Record date	16-08-2019
Total number of shareholders on record date	4256
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	11
b) Public	26
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	12
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Auditors' Report and Directors' Report thereon.					
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public-Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42135	0	100
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fappoint a Director in place of Mr. Lajos Kovacs (DIN 01297326) who retires by rotation and being eligible, offers himself for re-appointment.				
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42135	0	100
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fix the remuneration of M/s. B. J. D. Nanabhoy & Co., Cost Accountants, Mumbai.				
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42135	0	100
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Gabor Gulacsi (DIN: 06975242) as a Non Executive Director, liable to retire by rotation.				
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42135	0	100
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(5)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Mr. Hoshang Sinor (DIN: 00074905) as an Independent Director for a second term of three consecutive years, in terms of Section 149 of the Companies Act, 2013.					
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	6180399	5944821	96.1883	5944821	0	100	0
Public- Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total	2999543	42135	1.4047	42135	0	100	0
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Mr. Humayun Dhanrajgir (DIN: 00004006) as an Independent Director for a second term of two consecutive years, in terms of Section 149 of the Companies Act, 2013.					
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	6180399	5944821	96.1883	5944821	0	100	0
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total	2999543	42135	1.4047	42135	0	100	0
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(7)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director for a second term of four consecutive years, in terms of Section 149 of the Companies Act, 2013.					
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	6180399	5944821	96.1883	5944821	0	100	0
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34475	100	99.7108	0.2892
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total	2999543	42135	1.4047	42035	100	99.7627	0.2373
Total		9180942	5986956	65.2107	5986856	100	99.9983	0.0017
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	

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Hariharan Subramaniam (DIN: 00162200) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.				
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42135	0	100
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(9)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Continuation of Mr. Hoshang Sinor (DIN: 00074905) as an Independent Director of the Company who will be attaining the age of Seventy-five years during second terms.					
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	6180399	5944821	96.1883	5944821	0	100	0
Public- Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total	2999543	42135	1.4047	42135	0	100	0
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Restructuring of existing Remuneration payable to Dr. Dinesh S. Patel (DIN: 00033273) as a Whole-Time Director designated as "Executive Vice Chairman".				
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34475	100	99.7108	0.2892
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42035	100	99.7627
Total		9180942	5986956	65.2107	5986856	100	99.9983	0.0017
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	

Resolution(11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Restructuring of existing Remuneration payable to Mrs. Jayshree D. Patel (DIN: 00033316) as a Whole-Time Director.				
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42135	0	100
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

Resolution(12)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Restructuring of existing Remuneration payable to Dr. Sachin D. Patel (DIN: 00033353) as Managing Director & CEO.				
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	6180399	5944821	96.1883	5944821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		6180399	5944821	96.1883	5944821	0	100
Public-Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999543	34575	1.1527	34575	0	100	0
	Poll		7560	0.252	7560	0	100	0
	Postal Ballot (if applicable)							
	Total		2999543	42135	1.4047	42135	0	100
Total		9180942	5986956	65.2107	5986956	0	100	0
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	

FORM NO. MGT-13

Report of the Scrutiniser

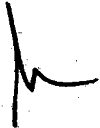
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Hoshang Sinor,
Chairman,
49th Annual General Meeting of the Equity Shareholders of
Themis Medicare Ltd.,
Held on Tuesday, 27th August, 2019 at 10.30 a.m. at
Plot No. 69-A, GIDC Industrial Estate,
Vapi – 396 195,
Dist. Valsad, Gujarat.

Dear Sir,

I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Themis Medicare Limited (“the Company”) at its meeting held on 9th May, 2019, for the purpose of scrutinising the e-voting and for conducting the poll process at the 49th Annual General Meeting (“49th AGM”) and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 49th AGM of the Equity Shareholders of the Company, held on 27th August, 2019 at the Registered Office of the Company at Plot No. 69-A, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the 49th AGM of the members of the Company. My responsibility as a scrutiniser is restricted to ensure that the voting process both through the electronic mode and physical mode at the meeting are conducted in a fair and transparent manner and to make a consolidated Scrutiniser’s Report of the votes cast “in favour” or “against” the resolutions as 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.
2. 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. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also it’s Service Provider to facilitate their shareholders to cast their votes through e-voting.



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- (2) The notices were sent, both through email and/or physical form, 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 an advertisement on 6th August, 2019 and it carried the required information as specified in the said rules.
- (4) The Members holding shares or beneficial interest in the shares, as on 16th August, 2019, ("cut off date"), were entitled to vote on the resolutions stated in the Notice of 49th AGM of the Company.
- (5) The Company has arranged the poll papers and the same were distributed to the members and proxies present at the meeting. In case of joint holders, the poll paper was given to the first named holder or in his/her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio.
- (6) I have kept a record of the poll papers received in response to the poll, by initialling it.
- (7) I have ensured that the empty ballot boxes were duly locked and sealed in my presence with due identification marks placed by me, in the presence of the members and proxies.
- (8) The ballot boxes were opened in my presence and in the presence of two persons viz. Mr. Ketan R. Shirwadkar and Mr. Abhishek D. Buddhadev, as witnesses after the voting process was over. The poll papers were diligently scrutinised and reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations/ proxies lodged with the Company.
- (9) There was no poll paper, which was incomplete and/or which was otherwise found defective, except in case of two member, holding 899 equity shares, who had exercised remote voting rights.
- (10) The e-voting commenced on 24th August, 2019 (09.00 a.m.) and ended on 26th August, 2019 (5.00 p.m.).
- (11) The votes cast were unblocked on 27th August, 2019 at 11.23 a.m. in the presence of two witnesses, Mr. Ketan R. Shirwadkar and Mr. Abhishek D. Buddhadev, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Ketan R. Shirwadkar



Mr. Abhishek D. Buddhadev

- (12) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the respective Resolution.



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(13) Thereafter, the details containing, inter alia, list of Equity Shareholder, who voted “for”, “against” each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>. The result of the e-voting exercised and the ballot process at the 49th AGM is as under:

Item No. 1 – as an Ordinary Resolution:- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Auditors’ Reports of the Directors’ Report thereon.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 2 – as an Ordinary Resolution:- To appoint a Director in place of Mr. Lajos Kovacs (DIN 01297326) who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00



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(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 3 – as an Ordinary Resolution:- To fix the remuneration of M/s. B.J.D. Nanabhoj & Co., Cost Accountants, Mumbai to conduct the audit of the cost accounts for the year 2019-20.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0



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Item No. 4 – as an Ordinary Resolution:- To appoint Dr. Gabor Gulacsi (DIN 06975242) as a Non-Executive Director, liable to retire by rotation.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

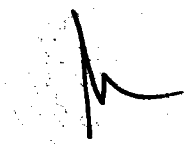
(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 5 – as a Special Resolution:- To appoint Mr. Hoshang Sinor (DIN 00074905) as an Independent Director, for a second term of three consecutive years, in terms of Section 149 of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00



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(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 6 – as a Special Resolution:- To appoint Mr. Humayun Dhanrajgir (DIN 00004006) as an Independent Director, for a second term of two consecutive years, in terms of Section 149 of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

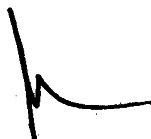
Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0



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Item No. 7 – as a Special Resolution:- To appoint Mr. Vijay Agarwal (DIN 00058548) as an Independent Director, for a second term of four consecutive years, in terms of Section 149 of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	54	59,79,296	99.87
Physical poll at the AGM	5	7,560	0.13
Total	59	59,86,856	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	100	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 8 – as a Special Resolution:- To appoint Mr. Hariharan Subramaniam (DIN 00162200) as an Independent Director, for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00



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(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 9 – as a Special Resolution:- Continuation of Mr. Hoshang Sinor (DIN 00074905) as an Independent Director, who will be attaining the age of 75 years during second term.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0



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Item No. 10 – as a Special Resolution:- Restructuring of existing remuneration payable to Dr. Dinesh S. Patel (DIN 00033273) as a Whole-Time Director, designated as “Executive Vice Chairman”.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	54	59,79,296	99.87
Physical poll at the AGM	5	7,560	0.13
Total	59	59,86,856	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	100	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

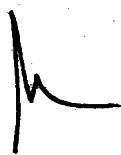
(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 11 – as a Special Resolution:- Restructuring of existing remuneration payable to Mrs. Jayshree D. Patel (DIN 00033316) as a Whole-Time Director.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00



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(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

Item No. 12 – as a Special Resolution:- Restructuring of existing remuneration payable to Dr. Sachin D. Patel (DIN 00033353) as Managing Director & CEO.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	55	59,79,396	99.87
Physical poll at the AGM	5	7,560	0.13
Total	60	59,86,956	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Physical poll at the AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the AGM	0	0
Total	0	0

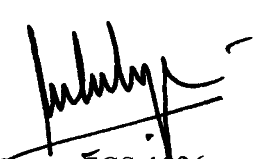


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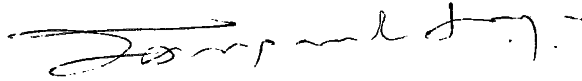
1. A Register containing details of list of equity shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution under e-voting and ballot form is enclosed.
2. I shall hand over the poll papers and other related papers/registers and records for safe custody to Mr. Sangameshwar Iyer, Company Secretary of the Company who is authorised by the Board to supervise the entire voting process after the Chairman approves and signs the minutes of the meeting.
3. You may accordingly declare the result of the voting by e-voting and poll form.
4. The above mentioned resolutions are deemed to be passed as on the date of the 49th AGM.


Thanking you,

Place : Vapi
27th August, 2019


CS Shirish Shetye, FCS-1926
Practicing Company Secretary CP 825
Scrutiniser for e-voting and ballot form

Countersigned and received the report



 Hoshang Sinor
Chairman