



TML: BSE/NSE CORR/2022-23

17th May, 2022

The Listing Manager,
Corporate Relationship Dept.
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai-40000.

The Listing Manager,
National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra – Kurla Complex,
Bandra – East, Mumbai- 400 05.

Equity Scrip Code: 530199

Equity Scrip Name: THEMISMED

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Dear Sir/Madam,

This is further to our letter dated **10th May, 2022**, In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of Postal Ballot notice seeking the approval of members for the resolutions contained in the notice.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Wednesday, May 11, 2022 ("Cut-off date")**.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its Members. The e-voting period commences from **9.00 a.m. (IST) on Thursday, May 19, 2022** and **ends at 5.00 p.m. (IST) on Friday, June 17, 2022**. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, enclosed herewith the Postal Ballot Notice sent to the Members of the Company. The Copy of the said Postal Ballot Notice has been uploaded on the website of the Company viz. www.themismedicare.com.

Thanking you,
Yours faithfully,

For **THEMIS MEDICARE LIMITED**



Sangameshwar Iyer
Company Secretary & Compliance Officer

Encl: Postal Ballot Notice

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



NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), Secretarial Standard on General Meetings (“SS-2”) and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof), the resolutions set out hereinafter is proposed to be passed by the members of Themis Medicare Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

In terms of the MCA Circulars issued in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, 2013, while they are transacting any business(es) only by Postal Ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the

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Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

The Board of Directors on **Tuesday, 10th May, 2022** through circular resolution 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.

E-voting

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), has provided the Members with the facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).

Members are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 11 under 'Notes'. The e-voting period shall commence from **Thursday, May 19, 2022, at 9:00 a.m. and conclude on Friday, June 17, 2022, at 05:00 p.m.** The e-voting facility shall be disabled by CDSL thereafter.

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 **Monday, June 20, 2022**. 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 Exchange on which shares of the Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

SPECIAL BUSINESS:

RESOLUTION NO. 1:

RE-APPOINTMENT OF DR. DINESH S. PATEL AS THE WHOLE TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any

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statutory modification(s) or re-enactment thereof for the time being in force), read with Section II of Part II of Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to re-appointment of Dr. Dinesh S. Patel (DIN: 00033273) as Whole-Time Director (Designated as 'Executive Vice Chairman') of the Company for a period of five(5) years with effect from February 14, 2022.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to pay remuneration, as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting, to Dr. Dinesh S. Patel (DIN: 00033273), as Whole-Time Director (Designated as 'Executive Vice Chairman') of the Company for three (3) years with effect from February 14, 2022.

RESOLVED FURTHER THAT in case the Company does not earn any profits or earns inadequate profits, the remuneration as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting will be considered as remuneration payable to Dr. Dinesh S. Patel (DIN: 00033273), pursuant to the provisions of and the ceiling limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and / or its Committee be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the remuneration (including Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Dr. Dinesh S. Patel (DIN: 00033273), from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution."

RESOLUTION NO. 2:

RE-APPOINTMENT OF DR. SACHIN D. PATEL AS THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Section II of Part II of Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to re-appointment of Dr. Sachin D. Patel (DIN: 00033353) as Managing Director & Chief Executive Officer (MD & CEO) of the Company for a period of 5 (five) years with effect from February 14, 2022.

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RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to pay remuneration, as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting, to Dr. Sachin D. Patel (DIN: 00033353), as Managing Director & Chief Executive Officer (MD & CEO) of the Company for three (3) years with the effect from February 14, 2022.

RESOLVED FURTHER THAT in case the Company does not earn any profits or earns inadequate profits the remuneration as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting will be considered as remuneration payable to Dr. Sachin D. Patel (DIN: 00033353), pursuant to the provision of and the ceiling limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and / or its Committee be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the remuneration (including Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Dr. Sachin D. Patel (DIN: 00033353), from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

By Order of the Board of Directors

SD/-
Sangameshwar Iyer
Company Secretary & Compliance Officer
Membership No. A6818

Place: MUMBAI

Date: 10th May, 2022

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

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NOTES:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.
3. The Board of Directors on **10th May, 2022** through circular resolution 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.
4. 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 **Wednesday, May 11, 2022** 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 **Wednesday, May 11, 2022** (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 resolution specified in this Notice.
5. Members who have not registered their e-mail addresses with either the Company or the Depositories are requested to register the same with the Company or the Depositories in accordance with the process specified herein below at point no 11(b)
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Wednesday, May 11, 2022**. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on **Wednesday, May 11, 2022** will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on **Wednesday, May 11, 2022** should treat this Notice for information purpose only.

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7. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated.
8. Dispatch of the Notice shall be deemed to be completed on **Tuesday, May 17, 2022**, 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.
9. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, 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 Central Depository Services (India) Limited (CDSL) as the agency to provide the remote e-voting facility.
10. The Notice is being uploaded on the website of the Company i.e., at www.themismedicare.com and on the website of stock exchanges at BSE Limited & National Stock Exchange of India Limited and CDSL at www.evotingindia.com.
11. **Information and other instructions relating to remote e-voting are as under:**

a) Voting through electronic mode/e-voting:

- i. The voting period begins on **Thursday, May 19, 2022, (09:00 a.m.) and ends on Friday, June 17, 2022, (05:00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Wednesday, May 11, 2022**, may cast their votes 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 09.12.2020, 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

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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.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 above said SEBI Circular, Login method for e-Voting and joining virtual Meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration

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	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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</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 re-directed 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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<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>
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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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22- 23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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.: 1800 1020 990 and 1800 22 44 30</p>

iv. Login method for 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,
 - 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.

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- 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the 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 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

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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



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. **Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required 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

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at the email address viz; cfoassist@themismedicare.com and sangameshwar.iyer@themismedicare.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

b) 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 **Friday, June 10, 2022**.
- 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 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

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

12. 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.

13. 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 **Monday, June 20, 2022**, 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.

14. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

15. The Resolution 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. **Friday, June 17, 2022**.

16. 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 with the provisions of Section 110 of the

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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.

By Order of the Board of Directors

SD/-

**Sangameshwar Iyer
Company Secretary & Compliance Officer
Membership No. A6818**

Place: MUMBAI

Date: 10th May, 2022

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

CIN: L24110GJ1969PLC001590.

Email Id: cfoassist@themismemdicare.com

Website: www.themismedicare.com

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EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

ITEM NO. 1

RE-APPOINTMENT OF DR. DINESH S. PATEL AS THE WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors, at its meeting held on 14th February, 2017, had appointed Dr. Dinesh S. Patel as Whole Time Director ("WTD") for a period of five years with effect from February 14, 2017 to February 13, 2022.

Subsequently, at the Annual General Meeting of the Company held on September 27, 2017, the Members had approved the appointment and terms of remuneration of Dr. Dinesh S. Patel as Whole Time Director of the Company.

The Board of Directors, at its meeting held on November 11, 2021, based on the recommendation of Nomination and Remuneration Committee has re-appointed Dr. Dinesh S. Patel, as Whole Time Director of the Company for a further period of five years, with effect from February 14, 2022 to February 13, 2027, subject to the approval of the Members.

Brief profile of Dr. Dinesh S. Patel is as follows:

Dr. Dinesh S. Patel holds a Doctorate in Medicinal Chemistry. He is a Fellow of the Royal Society of Chemistry, London, U.K. He is an Industrialist and having more than 50 years experience. His areas of expertise are Pharmaceutical research, Biotechnology, Fermentation technology, Banking and Business management.

Further details are given in the Annexure to this Postal Ballot Notice.

The Members are requested to consider and approve the re-appointment of Dr. Dinesh S. Patel as WTD for a term of 5 years with effect from February 14, 2022 up to February 13, 2027.

The main terms and conditions of appointment of Dr. Dinesh S. Patel (hereinafter referred to as "WTD") are given below:

1. Basic Salary: Rs.10,00,000/- per month w.e.f. February 14, 2022 in the range of Rs. 10 lacs to Rs. 15 lacs. Annual increase as may be approved by the Nomination & Remuneration Committee

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and the Board in accordance with Schedule V and other applicable provisions of the Companies Act, 2013.

2. Commission: As per the provisions of the Companies Act, 2013 and as determined by the Nomination & Remuneration Committee of the Company from time to time.
3. Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
4. Reimbursement of actual medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family members.
5. Reimbursements of leave travelling expenses with family to anywhere in India or abroad as per rules of the Company.
6. Mediclaim Insurance Policy and Personal Accident policy as per the Rules of the Company.
7. Car with Driver, Telephone, Cell Phone, and PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
8. Other benefits like Gratuity, Provident Fund, Superannuation etc., to the extent either singly or put together are not taxable under the Income Tax Act, 1961. Leave encashment at the end of the tenure.
9. In addition to above he shall be entitled to other perquisites and allowances like HRA, , travelling allowances, club fees and other payments in the nature of perquisites and allowances subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Companies Act, 2013. Such other perquisites, allowances and benefits as are applicable to the Senior Executives of the Company from time to time.

At the time of considering Dr. Dinesh S. Patel's re-appointment the Company had consulted independent experts on the applicability of Regulation 17 (1C) introduced vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, who had opined that the said provisions shall not be applicable in case of re-appointment of directors. However, based on the guidance provided by way of FAQs by (i) National Stock Exchange of India Limited vide circular ref. No.: NSE/CML/2022/14 dated 8th April, 2022; and (ii) BSE Limited vide Notice No. 20220408-45 dated 8th April, 2022 (collectively "Stock Exchange FAQs"), the Company is required to obtain approval of shareholders for re-appointment of directors, as well, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the said Stock Exchange FAQs, which though serve only guidance purpose, the Board, as a matter of good governance, considered it expedient to seek approval of the members for the re-appointment of Dr. Dinesh S. Patel by way of a postal ballot.

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In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms of appointment and remuneration of the WTD as specified above are now being placed before the Members for their approval by way of a Special Resolution. The Board commends the Resolution for approval by the Members.

Except Dr. Dinesh S. Patel, Dr. Sachin Patel and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the Resolutions set out in the Notice.

ITEM NO. 2

RE-APPOINTMENT OF DR. SACHIN D. PATEL AS THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY.

The Board of Directors, at its meeting held on 14th February, 2017, had appointed Dr. Sachin D. Patel as Managing Director & Chief Executive Officer ("MD &CEO") for a period of five years with effect from February 14, 2017 to February 13, 2022.

Subsequently, at the Annual General Meeting of the Company held on September 27, 2017, the Members had approved the appointment and terms of remuneration of Dr. Sachin D. Patel as Managing Director and Chief Executive Officer of the Company.

The Board of Directors, at its meeting held on November 11, 2021, based on the recommendation of Nomination and Remuneration Committee has re-appointed Dr. Sachin D. Patel, as Managing Director and Chief Executive Officer of the Company for a further period of five years, with effect from February 14, 2022 to February 13, 2027, subject to the approval of the Members.

Brief profile of Dr. Sachin D. Patel is as follows:

Dr. Sachin D Patel holds a Doctorate in Biological Chemistry from Christ's College, University of Cambridge, UK. He is an Industrialist having expertise in Business development. Further details are given in the Annexure to this Postal Ballot Notice.

The Members are requested to consider and approve the re-appointment of Dr. Sachin D. Patel as MD & CEO for a further period from February 14, 2022 to February 13, 2027.

The main terms and conditions of appointment of Dr. Sachin D. Patel are given below:

1. Basic Salary: Rs.10,00,000/- per month w.e.f. February 14, 2022 in the range of Rs. 10 lacs to Rs. 15 lacs. Annual increase as may be determined by the Nomination & Remuneration Committee and the Board in accordance with Schedule V and other applicable provisions of the Companies Act, 2013.
2. Commission: As per the provisions of the Companies Act, 2013 and as determined by the Nomination & Remuneration Committee of the Company from time to time.

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3. Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
4. Reimbursement of actual medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family members.
5. Reimbursements of leave travelling expenses with family to anywhere in India or abroad as per rules of the Company.
6. Mediclaim Insurance Policy and Personal Accident policy as per the Rules of the Company.
7. Car with driver, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
8. Other benefits like Gratuity, Provident Fund, superannuation etc., to the extent either singly or put together are not taxable under the Income Tax 1961. Leave encashment at the end of the tenure.
9. In addition to above he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Companies Act, 2013. Such other perquisites, allowances and benefits as are applicable to the Senior Executives of the Company from time to time.

At the time of considering Dr. Sachin S. Patel re-appointment the Company had consulted independent experts on the applicability of Regulation 17 (1C) introduced vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, who had opined that the said provisions shall not be applicable in case of re-appointment of directors. However, based on the guidance provided by way of FAQs by (i) National Stock Exchange of India Limited vide circular ref. No.: NSE/CML/2022/14 dated 8th April, 2022; and (ii) BSE Limited vide Notice No. 20220408-45 dated 8th April, 2022 (collectively "Stock Exchange FAQs"), the Company is required to obtain approval of shareholders for re-appointment of directors, as well, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the said Stock Exchange FAQs, which though serve only guidance purpose, the Board, as a matter of good governance, considered it expedient to seek approval of the members for the re-appointment of Dr. Sachin D. Patel by way of a postal ballot.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms of appointment and remuneration of the CEO & MD as specified above are now being placed before the Members for their approval by way of a Special Resolution. The Board commends the Resolution for approval by the Members.

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Except Dr. Sachin D. Patel, Dr. Dinesh Patel and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolutions set out in the Notice.

By Order of the Board of Directors

SD/-
Sangameshwar Iyer
Company Secretary & Compliance Officer
Membership No. A6818

Place: MUMBAI

Date: 10th May, 2022

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

CIN: L24110GJ1969PLC001590.

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Details of Directors seeking re-appointment

Particulars	Dr. Dinesh S. Patel	Dr. Sachin S. Patel
Date of Birth and Age	02/11/1948 (73 years)	18/01/1975 (47 years)
Date of Appointment	February 14, 2022	February 14, 2022
Qualifications	Doctorate in Medicinal Chemistry. Fellow of the Royal Society of Chemistry, London, U.K.	Doctorate in Biological Chemistry from Christ's college, University of Cambridge, UK.
Expertise in specific functional areas	More than 50 years experience in Medicinal and pharmaceutical research, Fermentation Technology & exploitation of new molecules Associated with the Company in past as Managing & CEO / Whole Time Director for last more than 35 years.	He is associated with Company for last 17 years and at present as Managing Director & CEO. Earlier held position of Deputy Managing Director, Director- Business Development and senior managerial position in the Company.
Terms and Conditions of appointment and proposed remuneration to be paid	Re-appointed as the WTD for a further period of five years, from February 14, 2022 to February 13, 2027. Terms and conditions of his re-appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.	Re-appointed as the MD & CEO for a further period of five years, from February 14, 2022 to February 13, 2027. Terms and conditions of his re-appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.
Remuneration last drawn	Remuneration for the financial year 2021-22 was ₹ 5 Lakhs per month.	Remuneration for the financial year 2021-22 was ₹ 4.75 Lakhs per month.
Number of Board meetings attended during the year (Financial Year 2021-22)	Attended all four Board Meetings held during the year.	Attended all four Board Meetings held during the year.
Directorships held in other companies	<ul style="list-style-type: none"> • Gujarat Themis Biosyn Limited • Artemis Biotech Limited 	<ul style="list-style-type: none"> • Gujarat Themis Biosyn Limited • Artemis Biotech Limited

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Memberships / Chairmanships of committees of other companies	Chairman- NIL Member-NIL	Chairman a. Audit Committee – Nil b. Stakeholder Relationship Committee – Gujarat Themis Biosyn Ltd. Member a. Audit Committee – Themis Medicare Ltd, Gujarat Themis Biosyn Ltd. b. Stakeholder Relationship Committee – Themis Medicare Limited and Gujarat Themis Biosyn Limited. c. Risk Management Committee– Themis Medicare Limited.
Number of Equity Shares held in the Company	8,72,057 Equity Shares	5,51,655 Equity Shares

* Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).

By Order of the Board of Directors

SD/-
Sangameshwar Iyer
Company Secretary & Compliance Officer
Membership No. A6818

Place: MUMBAI

Date: 10th May, 2022

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

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ANNEXURE TO THE EXPLANATORY STATEMENT

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting.

(For Item No.1 to 2)

I. GENERAL INFORMATION

Nature of Industry:- Pharmaceuticals

Date or expected date of commencement of commercial production:-

The Company was incorporated on May 31, 1969 and commenced its business on August 16, 1969.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:- Not applicable.

Financial performance:-

(Based on Audited published financial statements)

(Rs. In Lakhs)

	31.03.2021	31.03.2020
Total Revenue	23,429.19	20,505.95
Less: Expenses	20,204.36	18,705.45
Profit/ (Loss) before tax	3,224.83	1,800.50
Less – Tax Expense	562.78	209.30
Profit/ (Loss) after tax	2,662.05	1,591.20
Total Comprehensive Income	2,630.20	1,582.84

Foreign Investments or Collaborators, if any:-

Gedeon Richter Investment Management Ltd., Hungary are the Foreign Collaborators of the Company.

II. INFORMATION ABOUT THE APPOINTEE.

a) **Dr. Dinesh S. Patel, Executive Vice Chairman** (Item No. 1 of the Notice)

1. Background details:-

Dr. Dinesh S. Patel holds a Doctorate in Medicinal Chemistry. He is a Fellow of the Royal Society of

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Chemistry, London, U.K. He is an Industrialist and having more than 50 years' experience. His areas of expertise are Pharmaceutical research, Biotechnology, Fermentation technology, Banking and Business management.

2. Past Remuneration:

Details of remuneration paid to Dr. Dinesh S. Patel in previous three financial years is as follows:

Period of payment		Total Remuneration (in Rs.)
From DD/MM/YYYY	To DD/MM/YYYY	
01/04/2019	31/03/2020	70,56,000
01/04/2020	31/03/2021	73,16,000
01/04/2021	31/03/2022	1,28,56,464

3. Recognition and Awards:-

Past President of Indian Drug Manufacturers Association (IDMA), Past Executive Committee Member of Indian Merchant Chamber and Advisor to Central Drug Research Institute.

4. Job Profile and his suitability:-

At present Dr. Dinesh S. Patel is the Whole-Time Director (Designated as "Executive Vice Chairman") of the Company. He has also held the position of Managing Director & CEO of the Company in the past and prior to that he has also held the position of Chief Executive / Executive Director in the Company since 1983.

5. Remuneration proposed:-

The terms of remuneration are detailed in the Explanatory Statement to Item No. 1 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person:-

Taking into consideration the size of the company, profile of Dr. Dinesh S. Patel, Executive Vice Chairman, responsibility shouldered on him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

Themis Medicare Limited

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

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7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-

Dr. Dinesh S. Patel does not have any other pecuniary relationship with the Company directly or indirectly. Dr. Dinesh S. Patel is a relative of Dr. Sachin D. Patel (Son), Managing Director & CEO and Mrs. Reena S. Patel, Alternate Director (Son's wife).

b) Dr. Sachin D. Patel, Managing Director & CEO (Item No. 2 of the Notice)

1. Background details:-

Dr. Sachin D Patel holds a Doctorate in Biological Chemistry from Christ's College, University of Cambridge, UK. He is an Industrialist having expertise in Business development.

Conferred with Ph.D. degree in Chemistry by the Board of Graduate Studies, University of Cambridge, U. K. in the year 2000. He was previously associated with the Company as a Whole-Time Director designated as "Deputy Managing Director" and prior to that held the position Director– Business Development. He was re-designated by the Board as Managing Director & CEO with effect from 14th February, 2017 upto 13th February, 2022.

2. Past Remuneration:-

Details of remuneration paid to Dr. Sachin D. Patel, Managing Director & CEO in previous three financial years is as follows:

Period of payment		Total Remuneration (in Rs.)
From DD/MM/YYYY	To DD/MM/YYYY	
01/04/2019	31/03/2020	67,03,200
01/04/2020	31/03/2021	67,03,200
01/04/2021	31/03/2022	1,25,81,777

3. Recognition and Awards:-

The Royal Society of Chemistry Price in Analytical Chemistry in the year 1995. Glaxo Wellcome Price in Organic Chemistry in the year 1995 and Nehru Hinduja Fellowship in the year 2000.

4. Job Profile and his suitability:-

Responsible for overall management of the Company and to oversee the Company's affairs in the area of Research activities, co-marketing arrangements for research based products, strengthening

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Company's marketing activities of formulation products in India as well as new business developments in India and abroad for Active Pharmaceutical Ingredients and formulations.

5. Remuneration proposed:-

The terms of remuneration are detailed in the Explanatory Statement to Item No. 2 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person:-

Taking into consideration the size of the Company, profile of Dr. Sachin D. Patel, Managing Director & CEO, responsibility shouldered on him and the industry standard, the remuneration proposed is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-

Dr. Sachin D. Patel, Managing Director & CEO does not have any other pecuniary relationship with the Company directly or indirectly. Dr. Sachin D. Patel is a relative of Dr. Dinesh S. Patel (Father), Executive Vice Chairman, and Mrs. Reena S. Patel (Spouse), Alternate Director.

III. OTHER INFORMATION

Reasons of loss or inadequate profits: - NOT APPLICABLE

Steps taken or proposed to be taken for improvement:-

The Company has taken steps for improvement of sales/profitability for the FY 2022-23 and subsequent years. As a part of improvement, the following are the major steps taken by the Company:

- Efforts are made for achieving sales target by trade and other divisions of the Company.
- The Company has now acquired pan India presence and registered with agencies such as ESIC for supply of researched products.
- The Company has also registered itself with many countries for marketing its products and has received positive response from new markets.

Expected increase in productivity and profits in measurable terms:-

The Company has realigned its field force for its Pharma division with a view to achieving greater

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efficiency. As regards the Critical care Division of the Company, the Company had introduced many more anesthetic injections and pain relieving injections. The Company has received good response from various doctors and hospitals.

Also in pharma division of the Company, the antimalarial and other products are getting good responses from all concerned. So the Company is expecting healthy growth in Company's trade activity.

Further, the Company is very conscious about improvement in productivity and undertakes constant measures to improve it. With the abovementioned steps and measures taken from time to time in respect of product development, new product introduction in the market, capacity improvement, new market tapping in India and overseas countries as well as measures of cost reduction being undertaken on a continuous basis, the management feels that the productivity and the profitability of the Company will improve significantly over a period of time in the years to come.

DISCLOSURES

All the relevant information required to be disclosed in the Board of Directors' Report under the heading "Report on Corporate Governance" attached to the Annual Report will be disclosed as and when required.

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