



**TML: CS: BSE/NSE CORR: 2022-23**

**9<sup>th</sup> December, 2022**

The General Manager  
**Bombay Stock Exchange Ltd.**  
P. J Towers, Dalal Street,  
Mumbai- 400 001

The Vice President  
Listing Department,  
**National Stock Exchange of India Ltd.**  
"Exchange Plaza", Bandra – Kurla  
Complex,  
Bandra – East,  
Mumbai- 400 051

- Ref:**
1. Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
  2. BSE Scrip Code: 530199
  3. NSE Scrip Code: THEMISMED

Dear Sir/Madam,

**Subject:** Notice of Postal Ballot and E-voting.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith a copy of the Postal Ballot Notice and Postal Ballot Form sent to the members by the permitted mode seeking their approval in respect of business as set out in the said Notice of Postal Ballot dated **7<sup>th</sup> November, 2022**.

As per Section 108 of the Companies Act, 2013 read with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to its members the facility to cast their vote by electronic means on resolution set forth in the Notice of Postal Ballot.

The instructions for casting vote by e-voting facility are mentioned in the said Notice.

Kindly acknowledge receipt and take the same on record.

For **Themis Medicare Limited**

**Sangameshwar Iyer**  
**Company Secretary & Compliance Officer**

## **Themis Medicare Limited**

**Corporate Office:** 11/12 Udyog Nagar, S V Road, Goregaon (W), Mumbai – 400 104, India  
**\*Tel.:** 91-22-67607080 **\*Fax:** 91-22-67607070/ 28746621  
**Regd. Office:** Plot No. 69-A, G.I.D.C., Industrial Estate, Vapi-Gujarat  
**CIN No.:** L24110GJ1969PLC001590 **\*Tel/ Fax No.:** **Regd. Off.:** 0260-2431447/ 2430219  
**\*E-mail:** themis@themismedicare.com **\*Website:** www.themismedicare.com



## **THEMIS MEDICARE LIMITED**

**CIN: L24110GJ1969PLC001590**

**Registered Office:** 69 A GIDC Industrial Estate, Vapi 396165 Dist: Valsad, Gujarat  
**Tel.:** 0260 2431447 **Website:** [www.themismedicare.com](http://www.themismedicare.com) **Email:** [themis@themismedicare.com](mailto:themis@themismedicare.com)

### **POSTAL BALLOT NOTICE**

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

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (SEBI LODR), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (SS-2) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, seeking the consent of the shareholders (Members) of Themis Medicare Limited (Company), for the resolution by Postal Ballot/ electronic voting (e-voting).

The Board of Directors (the Board) of the Company on **November 7, 2022** has, subject to approval of the Members to be accorded vide Special Resolution passed through Postal Ballot / electronic voting (e-voting) approved: the sale / transfer of the Company's API business to Themis Lifestyle Private Limited a subsidiary of the Company.

Pursuant to Sections 102 and 110 of the Act, the draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolutions and the reasons therefor, is annexed hereto for your consideration.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), read with the provisions of Section 108 and 110 of the Act, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities to the members of the Company. It may be noted that e-voting is optional. However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. The members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If a member is opting for e-voting, then he/she/it is not required to send the Physical Ballot and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download the Postal Ballot Form from the websites: [www.evotingindia.com](http://www.evotingindia.com) or [www.themismedicare.com](http://www.themismedicare.com).

In the event, the Resolution as set out in the Notice is assented to by the requisite majority of the members who have exercised their vote by means of Postal Ballot and/or e-voting, it shall be deemed to be passed by way of Special Business at the General Meeting convened for the said purpose. The last date of the receipt of duly completed e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

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The Board, at its Meeting held on **November 7, 2022** has appointed **CS Shirish Shetye (FCS 1926)**, or **failing him, CS Aparna P. Joshi (FCS 7172)** or failing her, **CS Vaibhav S. Velankar (FCS 11448)**, Designated Partners of **M/s. SAV & Associates LLP**, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

The detailed procedure for e-voting is given in the notes to the Notice.

Shareholders who have received the Physical Ballot papers are requested to peruse the proposed resolution along with the explanatory statement and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer, at the address of Link Intime (I) Pvt. Ltd., Registrars & Transfer Agent of the Company, **on or before 5.00 p.m. on Sunday, January 8, 2023**. In respect of the shareholders opting for e-voting mode as above, they should cast their vote online from **9.00 a.m. on Saturday, December 10, 2022 till 5.00 p.m. on Sunday, January 8, 2023** as per the instructions given in the notes to the Notice. Your assent/dissent received after **5.00 p.m. on Sunday, January 8, 2023** would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Chairman, or in his absence to the Secretary of the Company.

The Scrutinizer will submit her / his report to the Chairman or any person authorised by him/her on or before **Tuesday, January 10, 2023**. The result of Postal Ballot (including e-voting) shall be declared on or before **Tuesday, January 10, 2023** at the Company's registered office. In addition to the results being communicated to the BSE Limited and the National Stock Exchange of India Limited, it shall also be displayed at the Company's registered office and on the Company's website [www.themismedicare.com](http://www.themismedicare.com)

### **SPECIAL BUSINESS:**

#### **Transfer of the Company's API business including the manufacturing facilities at Vapi, Valsad District, Gujarat and Jeedimetla, Malkajgiri District, Telangana.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, and [applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities and subject to such terms and conditions as may be imposed by them, consent of the members be and is hereby accorded to the Board of Directors ("the Board") for transfer of the Company's API business that includes the manufacturing facility situated at: (a) Vapi, Valsad District, Gujarat and (b) Jeedimetla, Malkajgiri District, Telangana, together with all specified tangible and intangibles assets, contracts, rights, personnel and employees, data and records, intellectual property, loans, inventory and such other assets and liabilities as agreed between the parties, on a going concern basis to Themis Lifestyle Private Limited, a subsidiary of the Company (to become a wholly owned subsidiary of the Company), for an overall consideration of Rs.125 crores subject to working capital adjustments.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all incidental and necessary steps for and behalf of the Company and to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, including without limitation, effecting any modifications or changes to the foregoing, as may be necessary or incidental thereto, and also to undertake all other actions and decisions as it may, in its absolute discretion, deem fit for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

**By Order of the Board of Directors**

**Sd/-**

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

**Regd. Office:** Plot no. 69-A, GIDC Industrial Estate,  
Vapi-396 195, Dist. Valsad, (Gujarat).  
CIN: L24110GJ1969PLC001590.  
Email Id: [foassist@themismedicare.com](mailto:foassist@themismedicare.com)  
Website: [www.themismedicare.com](http://www.themismedicare.com)

**Place:** Mumbai

**Date:** 7<sup>th</sup> November, 2022

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules), as amended, setting out the material facts concerning the said Resolution and the reasons therefor is annexed hereto and forms part of this Postal Ballot Notice (Notice).
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, December 02, 2022 ("Cut-off Date")**. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice of the Postal Ballot is being sent by permitted modes, including email and courier / post along with a postage pre-paid self-addressed Business Reply Envelope to all the members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) who have not registered their email IDs with the Company, as on **Friday, December 02, 2022**. The members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent the Notice of Postal Ballot by e-mail. Those members who have not registered their e-mail IDs will receive the Notice of the Postal Ballot and the Postal Ballot Form by post / courier. The voting rights shall be reckoned on the paid-up value of the shares registered in the names of the shareholders as on the cut-off date i.e. **Friday, December 02, 2022**. Shareholders can also download the Postal Ballot Form from the websites: [www.evotingindia.co.in](http://www.evotingindia.co.in) or [www.themismedicare.com](http://www.themismedicare.com) or seek duplicate Postal Ballot Form from Registrar and Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083.

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

4. In accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The instructions for e-voting are annexed to this Notice.
5. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL/CDSL as on the cut-off date i.e., **Friday, December 02, 2022** shall not be entitled to avail the facility of e-voting or voting through postal ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders as on **Friday, December 02, 2022**. Persons who are not equity shareholders of the Company as on the cut-off date i.e. **Friday, December 02, 2022** should treat this Notice for information purposes only.
6. The Board of Directors of the Company has appointed **CS Shirish Shetye (FCS 1926)**, or failing him, **CS Aparna P. Joshi (FCS 7172)** or failing her, **CS Vaibhav S. Velankar (FCS 11448)**, Designated Partners of **M/s. SAV & Associates LLP**, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
7. **Instructions for e-voting:**

1. **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 **Saturday, December 10, 2022, (09:00 a.m.)** and ends on **Sunday, January 08, 2023 (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 Friday, December 02, 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication,</li> </ol>

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	<p>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 <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.:1800 1020 990 and 1800 22 44 30

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](http://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.
- 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence</li> </ul>

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	number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>

- 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 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.**

## Themis Medicare Limited

**Corporate Office:** 11/12 Udyog Nagar, S V Road, Goregaon (W), Mumbai – 400 104, India  
 \*Tel.: 91-22-67607080 \*Fax: 91-22-67607070/ 28746621  
**Regd. Office:** Plot No. 69-A, G.I.D.C., Industrial Estate, Vapi-Gujarat  
**CIN No.:** L24110GJ1969PLC001590 \*Tel/ Fax No.: **Regd. Off.:** 0260-2431447/ 2430219  
 \*E-mail: themis@themismedicare.com \*Website: www.themismedicare.com



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 at the email address viz; [cfoassist@themismedicare.com](mailto:cfoassist@themismedicare.com) and [sangameshwar.iyer@themismedicare.com](mailto: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:.**

- 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](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](mailto:rnt.helpdesk@linkintime.co.in) . The last date for registration of email ids is **23<sup>rd</sup> December, 2022**.
- 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

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Company's Registrar and Share Transfer Agent, 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 statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

## 2. 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](https://www.sebi.gov.in/legal/circulars/dec-2020/e-voting-facility-provided-by-listed-entities_48390.html).

3. 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 **Tuesday, January 10, 2023**, at the Corporate Office of the Company. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. [www.themismedicare.com](http://www.themismedicare.com) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall also be forwarded to the

## Themis Medicare Limited

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Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

4. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
5. 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. **Sunday, 8<sup>th</sup> January, 2023.**
6. 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 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](mailto:cfoassist@themismedicare.com) and [sangameshwar.iyer@themismedicare.com](mailto:sangameshwar.iyer@themismedicare.com)

**By Order of the Board of Directors**  
**SD/-**  
**Sangameshwar Iyer**  
**Company Secretary & Compliance Officer**  
**Membership No. A6818**

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

**CIN:** L24110GJ1969PLC001590.

**Email Id:** [cfoassist@themismedicare.com](mailto:cfoassist@themismedicare.com)

**Website:** [www.themismedicare.com](http://www.themismedicare.com)

**Place :** 7<sup>th</sup> November, 2022

**Date :** Mumbai

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## **EXPLANATORY STATEMENT**

### **Resolution**

#### **Approval for Transfer of the Company's Active Pharmaceutical Ingredients(API) business including the manufacturing facilities at Vapi, Valsad District, Gujarat and Jeedimetla, Malkajgiri District, Telangana.**

The Board of Directors at its meeting held on November 7, 2022 approved a transaction for the transfer of the API business of the Company including the manufacturing facilities of the Company at : (a) Vapi, Valsad District, Gujarat and (b) Jeedimetla, Malkajgiri District, Telangana, to Themis Lifestyle Private Limited a subsidiary of the Company (Themis Lifestyle Private Limited will become a wholly owned subsidiary of the Company before the transfer) for a consideration of Rs. 125 crores subject to working capital adjustments. This transaction is subject to the approval of the members and few other conditions/ approvals of regulatory authorities as defined under the Business Transfer Agreement /Agreement to sell to be executed for this purpose.

As per provisions of Section 188 of Companies Act 2013 and Regulation 23(5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, no specific approval of the members of the Company shall be required to undertake the related party transaction for the sale of undertaking by the Company to its subsidiary, Themis Lifestyle Private Limited, a subsidiary of the Company (since Themis Lifestyle Private Limited will become a wholly owned subsidiary of the Company before the transfer).

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) requires the approval of the shareholders by way of a Special Resolution through Postal Ballot and therefore, the approval of the members is sought to undertake the sale of undertaking by the Company to Themis Lifestyle Private Limited. Themis Lifestyle Private Limited shall become a wholly-owned subsidiary of the Company prior to the transfer of the Company's Active Pharmaceutical Ingredients business.

### **Rationale of the transaction**

The Board had met on November 7, 2022 to review the Company's long-term strategy, including the intent to carve out its Active Pharmaceutical Ingredients business, which is witnessing a steady growth in terms of volumes and value worldwide. Since the global API market is expected to grow on the back of factors such as rising drug R&D, increasing incidence of chronic diseases, rising importance of generics and higher uptake of biopharmaceuticals, it becomes imperative to undertake this transaction in order to align with the Company strategy for future growth.

Keeping this in perspective, the Board in its meeting held on November 7, 2022 approved the transfer of the Company's Active Pharmaceutical Ingredients business which includes the manufacturing facilities at: (a) Vapi, Valsad District, Gujarat and (b) Jeedimetla, Malkajgiri District, Telangana, on a going concern basis to Themis Lifestyle Private Limited.

The Board believes that the intended growth in the Active Pharmaceutical Ingredients business can

be better achieved through the wholly owned subsidiary Company, and is expected to result in the following benefits:

- enabling the respective companies to focus on their core business strategies and plans with dedicated management focus on their respective segments;
- facilitating strategic opportunities and fund-raising for the Active Pharmaceutical Ingredients business;
- creating and enhancing stakeholders' value by unlocking the intrinsic value and growth potential for the respective businesses of both the companies; and
- imparting better management focus, facilitating administrative convenience and ensuring optimum utilization of various resources of the Company.

### **Consideration for the transaction**

The consideration for transfer of the Company's Active Pharmaceutical Ingredients business to Themis Lifestyle Private Limited, which shall become the wholly owned subsidiary of the Company prior to the transfer of the Company's Active Pharmaceutical Ingredients business, is based on the adjusted net-worth of the Active Pharmaceutical Ingredients business as determined under the Income-tax Rules, 1962.

The consideration of the transaction will be received after completion of certain conditions and closing of the transaction, which is likely to be achieved by March 31, 2023.

The details concerning the Proposed Transaction as required under the SEBI circular dated 22 November 2021 bearing reference SEBI/HO/CFD/CMD1/CIR/P/2021/662, and as provided by the management of the Company to the Audit Committee, are set out below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Type, material terms and particulars of the proposed transaction	Transfer of the Company's Active Pharmaceutical Ingredients (API) Business. The transfer will be made vide a Business Transfer Agreement/ Agreement to sell.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Themis Lifestyle Private Limited – a subsidiary of the Company (will become a wholly owned subsidiary of the Company) before the transfer
3.	Tenure of the proposed transaction (particular tenure shall be specified)	The transaction is likely to be completed before 31 <sup>st</sup> March, 2023.
4.	Value of the proposed transaction	INR 125 crores subject to working capital adjustments.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a	In excess of 10% of the annual consolidated turnover of the Company / listed entity as per the last audited financial statements

	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
6.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not applicable
7.	Justification as to why the RPT is in the interest of the listed entity	Please refer explanatory statement above under the head "Rationale of the transaction"
8.	A copy of the valuation or other external party report, if any such report has been relied upon and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
10.	Any other information that may be relevant	None

**Any other information relevant or important for the members to take a decision on the proposed resolution:**

Details of Interest of Directors and Key Managerial Personnel

<b>S. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Transferee Company	Themis Lifestyle Private Limited
2.	Names of the Director or key managerial personnel are interested	Dr. Dinesh Patel Dr. Sachin Patel  Common Directors  Besides the above, none of the other Key Managerial Personnel or their relatives are interested financially or otherwise in this transaction.
3.	Nature of relationship	Subsidiary Company ( to become a wholly owned subsidiary)
4.	Nature, material terms, monetary value and particulars of the contracts or arrangements	The proposed transaction is to transfer the Company's API business to Themis Lifestyle Private Limited, a subsidiary of the Company.  The consideration for the transaction is Rs.125 crores subject to working capital adjustments.

The Board of Directors recommends the passing of the above resolution as a Special Resolution.

**By Order of the Board of Directors**  
**SD/-**  
**Sangameshwar Iyer**  
**Company Secretary & Compliance Officer**  
**Membership No. A6818**

**Regd. Office:** Plot no. 69-A, GIDC Industrial Estate,  
Vapi-396 195, Dist. Valsad, (Gujarat).  
CIN: L24110GJ1969PLC001590.  
**Email Id:** [cfoassist@themismedicare.com](mailto:cfoassist@themismedicare.com)  
**Website:** [www.themismedicare.com](http://www.themismedicare.com)

**Place :** Mumbai  
**Date :** 7<sup>th</sup> November, 2022





**THEMIS MEDICARE LIMITED**

[CIN: L24110GJ1969PLC001590]

Registered Office: 69/A, GIDC Industrial Estate, Vapi, Dist. Valsad, Gujarat— 396 195, India

• Phone: 0260 2431447 • E-mail: [themis@themismedicare.com](mailto:themis@themismedicare.com); • Website: [www.themismedicare.com](http://www.themismedicare.com)

**POSTAL BALLOT FORM**

(Please read the instructions carefully before completing the Form)

Serial No.:

1.	Name(s) of Member(s) Registered Address of the Sole / First named Member:	
2.	Joint-holders, if any :	
3.	Registered Folio No. / DP ID No. * / Client ID No.* (*applicable to investors holding shares in demat form)	
4.	No. of shares held	

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice of Postal Ballot dated November 07, 2022 of the Company by conveying my/our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate boxes given below :

	Description	No. of shares held	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
	<b>Special Resolution:</b> The sale / transfer of the Company's API business to Themis Lifestyle Private Limited, a subsidiary of the Company.			

Place:

Date:

\_\_\_\_\_  
(Signature of the Member / Beneficial Owner)

**E-Voting Particulars**

EVSN (E-voting Sequence Number)	User ID	Password
221207005		

**Notes:**

- i. If the voting rights are exercised electronically, there is no need to use this form.
- ii. Please read carefully, the instructions printed over leaf before exercising your vote.
- iii. The last date of receipt of Postal Ballot Form by the Scrutinizer is on or before **05:00 p.m. on Sunday, January 08, 2023**

## INSTRUCTIONS

1. A member who has received the Physical Postal Ballot Notice and Postal Ballot Form and desires to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy is permitted to be used for the purpose) and send it **to the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd.**, in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots if deposited in person or if sent by courier at the expense of the member shall also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer / Registrars & Transfer Agent of the Company M/s. Link Intime (I) Pvt. Ltd.
3. This Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company / Depository Participants.
4. Unsigned, incomplete, defaced, mutilated and incorrectly ticked Postal Ballot Forms shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding on the members.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority Letter / Power of Attorney together with attested specimen signature(s) of the authorised signatory(ies).
6. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint members.
7. The right of voting by Postal Ballot / e-voting shall not be exercised by a Proxy.
8. A member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way. If the member desires to cast only part of his/her/its votes or cast part of them in favour and part of them against the resolution(s), the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member.
9. **The voting period commences from Saturday, 10<sup>th</sup> December, 2022, (09:00 a.m.) and ends on Sunday, 8<sup>th</sup> January, 2023 (05:00 p.m.).** Postal Ballot Form(s) received after this date will be strictly treated as if the reply from the Shareholders / Members / Beneficial Owners has not been received.
10. Duly completed Postal Ballot Form should be received by the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd., **on or before 5.00 p.m. on Sunday, 8<sup>th</sup> January, 2023.** Postal Ballot Forms received after this date will be strictly treated as if no reply from the member has been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members / beneficial owners as on the cut-off date i.e. **Friday, December 02, 2022.**
12. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot Form but not later than **Tuesday, 10<sup>th</sup> January, 2023.**
13. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage pre-paid envelopes addressed to the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link

Intime (I) Pvt. Ltd., and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

14. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal ballot Form should reach the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd not later than the date specified at serial no. 10 above.
15. The results of the Postal Ballot will be displayed at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), and posted on the Company's website for the information of the members.
16. The Company is pleased to offer e-voting facility as an alternate for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is outlined in the Notes to the Postal Ballot Notice.
17. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for e-voting, then please do not cast your vote by Postal Ballot and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid.

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