



TML/CS/BSE-NSE /AGM Proceedings/2023/01

9th September, 2023

Listing Department,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai-400001
BSE Scrip Code: 530199

Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra – Kurla Complex,
Bandra – East, Mumbai- 400 051
NSE Scrip Code: THEMISMED

Dear Sir/Madam,

Sub: Proceedings of the 53rd Annual General Meeting of Themis Medicare Limited held on 9th September, 2023

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the gist of proceedings of the 53rd Annual General Meeting of the Company held on Saturday, 9th September, 2023.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully
For **THEMIS MEDICARE LIMITED**

Dr. DINESH S PATEL
Chairman

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



AGM PROCEEDINGS

Date, time and Venue of the Meeting:

The 53rd Annual General Meeting of **Themis Medicare Limited** (the "Company") commenced at 12.01 p.m. (IST) on Saturday, 9th September, 2023 at the Registered Office of the Company situated at 69/A, GIDC Industrial Estate, Vapi - 396195, Dist. Valsad, Gujarat. The meeting concluded at 12.30 p.m. (IST) on same day.

Brief details of items deliberated at the Meeting and results thereof:

1. Dr. Dinesh S. Patel, Chairman of the Company, chaired the proceedings of the Meeting.
2. **Thirty Four** Members were present in person and/or through representatives the Bodies Corporate. The Company had received Two proxy forms to attend and vote at Meeting.
3. The requisite quorum being present as per Section 103 of the Companies Act, 2013, the Chairman commenced the proceedings of the meeting.
4. **Five** Directors were present at the Meeting including **Two** Independent Directors and one Alternate Director.
5. Mr. Vijay Agarwal, Chairman of Audit Committee was present.
6. Mr. Vijay Agarwal, Chairman of the Nomination and Remuneration Committee was present as per clause 4.1.1 of the Secretarial Standard -2 on General Meetings.
7. Dr. Sachin D. Patel, Member of Stakeholders Relationship Committee was present to attend meeting on behalf of Mr. H. Subramaniam, Chairman of the Stakeholders Relationship Committee, who could not attend the meeting due to some urgent commitments. Mr. H. Subramaniam had authorized Dr. Sachin D. Patel, to attend the meeting on his behalf.
8. Mr. Rathina Moorthi, Representative of M/s. Krishna & Co, Statutory Auditors was present.
9. The Chairman informed that remote e-voting period had begun on Wednesday, 6th September, 2023 at 9:00 am and ended on Friday, 8th September, 2023 at 5:00 pm.

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10. Mr. Shirish Shetye, Partner of M/s. SAV & Associates LLP, Practicing Company Secretaries was present as required under the provisions of Secretarial Standards 2 on General Meeting. He was also appointed as Scrutinizer for conducting E-voting and e voting at the meeting.
11. With the permission of the members, notice of the meeting was taken as read. The reports of the Statutory Auditor on the standalone and consolidated financial statements did not contain any qualification or adverse remarks and hence was not required to be read.
12. The Managing Director & CEO of the Company, on the request of the Chairman, updated the members present about the business activities of the Company.
13. The following items of business as set out in the Notice calling the Meeting were put for shareholders' approval:

ORDINARY BUSINESS:

- I. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2023, together with the Auditors' Report and Directors' Report thereon.
- II. To appoint a Director in place of Mr. Rajneesh Anand (DIN: 00134856) who retires by rotation and being eligible, offers himself for re-appointment.
- III. Declare a dividend of Re.5.00 per equity share of Re 10/- each for the financial year ended 31st March, 2023.

SPECIAL BUSINESS:

- IV. Ratification of remuneration of M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai for conducting Cost Audit of the Company for the Financial year 2023-24.
- V. Sub-Division (Stock Split) of equity shares of the Company from the Face Value of Rs.10/- per Share to Face Value of Re. 1/- per share.

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- VI. Alteration of Capital Clause of Memorandum of Association of Company.

The Chairman declared that the result of e-voting shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company, within two working days of the conclusion of the Meeting.

Method of Approval:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "listing Regulations"), the Company had provided remote e-voting facility to its members to cast votes electronically, on all the resolutions set out in the Notice.

14. Further, the facility for voting through Ballot Paper (Polling Paper) was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting.

All the resolutions set out in the Notice calling the Annual General Meeting were passed with the requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. 9th September, 2023.

For **THEMIS MEDICARE LIMITED**

Dr. DINESH S PATEL
Chairman

Themis Medicare Limited

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