

TML/CS/2019-20

27th August, 2019

BSE Limited.
P. J. Towers, Dalal Street
Mumbai-400 001

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

Dear Sir/Madam,

Sub: Proceedings of 49th Annual General Meeting of Themis Medicare Limited held on 27th August, 2019.

Ref: BSE Scrip Code: 530199

NSE Scrip Code: THEMISMED

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose gist of proceedings of 49th Annual General Meeting of the Company held on 27th August, 2019.

Kindly take the above intimation on your record.

Thanking You.

Yours Faithfully
For **Themis Medicare Limited**

A handwritten signature in black ink, appearing to read "Sangameshwar Iyer".

Sangameshwar Iyer
Company Secretary & Compliance Officer

Sub- AGM Proceedings

Date, time and Venue of the Meeting:

The 49th Annual General Meeting of Themis Medicare Limited commenced at 10.30 am on Wednesday, 27th August, 2019 at the Registered Office of the Company at Plot No. 69-A, GIDC Indl. Estate, Vapi, Dist. Valsad, Gujarat – 396195. The meeting concluded at 11:00 am on same day.

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

1. Shri. H. N. Sinor, Chairman of the Company, chaired the proceedings of the Meeting.
2. Thirty Seven (37) Members were present in person or through representative for the Body Corporate.
3. The requisite quorum being present as per Section 103 of the Companies Act, 2013, the Chairman commenced the proceedings of the meeting.
4. Six (6) Directors were present to the Meeting including Two (2) Independent Directors.
5. Mr. Vijay Agarwal, Member of Audit & Risk Management Committee was present to attend meeting on behalf of Mr. Humayun Dhanrajgir, Chairman of the Audit & Risk Management Committee, who could not attend the meeting due to some urgent commitments. Mr. Humayun Dhanrajgir had authorized Mr. Vijay Agarwal, to attend the meeting on his behalf as per Regulation 18(1) (d) of the Securities and Exchanges Board of India (Listing Obligations and Disclosure
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 as per as per clause 4.1.1 of the Secretarial Standard -2 on General Meetings.
8. Mr. Raju Sardar, Proprietor of M/s R. P. Sardar & Co was present as per section 146 of the Companies Act, 2013.
9. The Chairman further informed that remote e-voting period had begun on Saturday, 24th August, 2019 (9.00 am) and ended on Tuesday 26th August, 2019 (5.00 pm).
10. CS. Shirish Shetye, Practicing Company Secretary, Secretarial Auditor, 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 poll at the Meeting.

11. On the request of Chairman, CS. Shirish Shetye, scrutinizer explained the procedure of voting through Ballot Paper (Polling Paper), which was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting.
12. With the permission of the members, notice of the meeting was taken as read.
13. The Chairman instructed the Company Secretary to read the Secretarial Auditor's Report, which was accordingly read by the Company Secretary.
14. The Managing Director & CEO of the Company, on the request of the Chairman, updated the members present about the business activities of the Company.
15. The following items of business as set out in the Notice calling the Meeting were put for shareholders' approval:

ORDINARY BUSINESS:

- I. Consideration and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Auditors' Report and Directors' Report thereon.
- II. Re-appointment of Mr. Lajos Kovacs (DIN 01297326) who retired by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

- III. Ratification of remuneration of M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai for the Financial year 2019-20.
- IV. To appoint Dr. Gabor Gulacsi (DIN: 06975242) as a Non Executive Director, liable to retire by rotation.
- V. Re-appointment of Mr. Hoshang Sinor (DIN: 00074905) as an Independent Director for a second term of three consecutive years, in terms of Section 149 of the Companies Act, 2013. **(Profile of Mr. Hoshang Sinor is enclosed herewith an Annexure-I)**
- VI. Re-appointment of Mr. Humayun Dhanrajgir (DIN: 00004006) as an Independent Director for a second term of two consecutive years, in terms of Section 149 of the Companies Act, 2013. **(Profile of Mr. Humayun Dhanrajgir is enclosed herewith an Annexure-I)**
- VII. Re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director for a second term of four consecutive years, in terms of Section 149 of the Companies Act, 2013. **(Profile of Mr. Vijay Agarwal is enclosed herewith an Annexure-1)**
- VIII. Re-appointment of Mr. Hariharan Subramaniam (DIN: 00162200) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. **(Profile of Mr. Hariharan Subramaniam is enclosed herewith an Annexure-I)**

- IX. Continuation of Mr. Hoshang Sinor (DIN: 00074905) as an Independent Director of the Company who will be attaining the age of Seventy-five years during second terms.
- X. Restructuring of existing Remuneration payable to Dr. Dinesh S. Patel (DIN: 00033273) as a Whole-Time Director designated as "Executive Vice Chairman".
- XI. Restructuring of existing Remuneration payable to Mrs. Jayshree D. Patel (DIN: 00033316) as a Whole- Time Director.
- XII. Restructuring of existing Remuneration payable to Dr. Sachin D. Patel (DIN: 00033353) as Managing Director & CEO.

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 48 hours 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.

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.

- 16. 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. 27th August, 2019.

For **THEMIS MEDICARE LTD.**

A handwritten signature in black ink, appearing to read "Sangameshwar Iyer", written in a cursive style.

Sangameshwar Iyer
Company Secretary

Place: Vapi
Date : 27th August, 2019

ANNEXURE I

Disclosures pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015 read with SEBI circular no CIR/CFD/CMD/4/2015 dated 09th September, 2015.

1. Mr. Hoshang Sinor

1.	Reason for change	:	Re-appointment of Mr. Hoshang Sinor (DIN: 00074905) as an Independent Director for a second term of three consecutive years, in terms of Section 149 of the Companies Act, 2013.
2.	Date of Re- appointment	:	27 th August, 2019
3.	Brief Profile	:	Mr. Hoshang Sinor has been a veteran banker, having spent over four decades in public as well as private sector banks like Union Bank of India, Central Bank of India and ICICI Bank. He was MD and CEO of ICICI Bank and after ICICI's merger with ICICI Bank, became Joint MD until his superannuation. He, thereafter, joined Indian Banks' Association as Chief Executive. Mr. Sinor later joined Association of Mutual Funds in India in a similar capacity. Being a veteran banker, Mr. Sinor has worked on a number of Committees at a policy level during his long career. Mr. Sinor holds Board position as an Independent Director on a few reputed companies. He is also associated with various charitable and other trusts engaged in social activities.
4.	Disclosure of relationships between directors (in case of appointment of a director).	:	Not Applicable

2. Mr. Humayun Dhanrajgir

1.	Reason for change	:	Re-appointment of Mr. Humayun Dhanrajgir (DIN: 00004006) as an Independent Director for a second term of two consecutive years, in terms of Section 149 of the Companies Act, 2013.
2.	Date of Re- appointment	:	27 th August, 2019
3.	Brief Profile	:	A respected personality in the Pharmaceutical Industry with over 40 years. He has held several senior positions including that of the Managing Director and Vice Chairman of Glaxo India Ltd. in the early 90's. He was the president of OPPI-Organization of Pharmaceutical Producers of India ('90-'92). He also served on the General Committee of the Bombay Chamber of Commerce and Industry and was the Chairman of its Indo-British Business Committee for 2 years. He was also the MD of Lupin Laboratories for 1 year from October 1994 to assist in the company's globalization plans. He was thereafter appointed by Eastman Kodak Company as Managing Director of Kodak India Ltd. for a 5 year term and retired in October 2000.
4.	Disclosure of relationships between directors (in case of appointment of a director).	:	Not Applicable

3. Mr. Vijay Agarwal

1.	Reason for change	:	Re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.
2.	Date of Re- appointment	:	27 th August, 2019
3.	Brief Profile	:	He is a Fellow Chartered Accountant of India. He has several years of experience in Tax Advisory Services. He has been in practice for more than 30 years.
4.	Disclosure of relationships between directors (in case of appointment of a director).	:	Not Applicable

4. Mr. Hariharan Subramaniam

1.	Reason for change	:	Re-appointment of Mr. Hariharan Subramaniam (DIN: 00162200) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.
2.	Date of Re- appointment	:	27 th August, 2019
3.	Brief Profile	:	An Indian Patent Attorney with over 35 years experience and have been involved in all aspects of IP law including filing, prosecution and enforcement. Have filed patent applications in every country in the world. He was voted No. 1 Patent Attorney by several leading law magazines and was featured in the cover story 'Top 50 IP lawyers you must know in Asia and Pacific' in the March Issue of Asia Law magazine.
4.	Disclosure of relationships between directors (in case of appointment of a director).	:	Not Applicable