



TML/CS/BSE-NSE /AGM Proceeding/2022/01

20th September, 2022

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 the 52nd Annual General Meeting of Themis Medicare Limited held on 19th September, 2022

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 the gist of proceedings of the 52nd Annual General Meeting of the Company held on Monday, 19th September, 2022.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully
For **THEMIS MEDICARE LIMITED**

SANGAMESHWAR IYER
Company Secretary & Compliance Officer



Themis Medicare Limited

Corporate Office : 11/12, Udyog Nagar, S. V. Road, Goregaon (West), Mumbai - 400 104. India

Tel. : 91-22-6760 7080 • **Fax :** 91-22-6760 7070 / 2874 6621

Regd. Office : Plot No. 69-A, G.I.D.C. Industrial Estate, Vapi - 396 195, Gujarat.

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

• **E-mail :** themis@themismedicare.com • **Website :** www.themismedicare.com

AGM PROCEEDINGS

Date, time and Venue of the Meeting:

The 52nd Annual General Meeting of **Themis Medicare Limited** commenced at 12.01 p.m on Monday, 19th September, 2022 through Video Conferencing ("VC")/Other Audio Visual Means("OAVM). The meeting concluded at 12.40 p.m. 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. **Forty Five** Members were present in person and/or through representative for the Bodies 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** 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. Raju Sardar, Proprietor of M/s. R. P. Sardar & Co, Statutory Auditors was present.
9. The Chairman informed that remote e-voting period had begun on Friday, 16th September, 2022 at 9:00 am and ended on Sunday, 18th September, 2022 at 5:00 pm.
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.



A handwritten signature in blue ink, appearing to be "S. S.", located to the right of the circular stamp.

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 were not required to be read. The Secretarial Audit Report contained some observations and reply for the same was already mentioned in the Annual Report It was taken as 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 2022, 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, 2022.

SPECIAL BUSINESS:

- IV. To appoint M/s. Krishnaan & Co., Chartered Accountants (Firm Registration No. 001453 S), as Statutory Auditors of the Company in place of the Retiring Auditors to carry out the Statutory Audit of the Company for a term of 5 (five) consecutive years from the conclusion of 52nd Annual General Meeting .
- V. 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 2022-23.
- VI. Appointment Mr. Bhaskar Vemban Iyer (DIN: 00480341), as an Independent Director of the Company.
- VII. Adoption of a new set of Articles of Association.



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.

Further, the facility for voting at the meeting through electronic voting system was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting.

14. 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. 19th September, 2022.

For **THEMIS MEDICARE LIMITED**



SANGAMESHWAR IYER
Company Secretary & Compliance Officer

