



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

**10<sup>th</sup> January, 2023**

**BSE Limited,**  
P. J. Towers, Dalal Street,  
Mumbai-400001.

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

**Ref:** 1. Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015  
2. BSE Scrip Code: 530199  
3. NSE Scrip Code: THEMISMED

Dear Sir/Madam,

**Sub:- Declaration of Result of the Postal Ballot as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith the Report submitted by the Scrutinizer CS Shirish Shetye(FCS 1926), Designated Partner of M/s. SAV & Associates LLP, Practicing Company Secretaries, Mumbai, along with the voting results, with respect to Postal Ballot/ electronic voting (e-voting) conducted by the Company for seeking approval of members by way of Special Resolution for the sale / transfer of the Company's API business to Themis Lifestyle Private Limited a subsidiary of the Company in the prescribed format for your information and record. The same is also uploaded on the Company's website at: [www.themismedicare.com](http://www.themismedicare.com).

Kindly acknowledge receipt and take the same on 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 (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](mailto:themis@themismedicare.com) **\*Website:** [www.themismedicare.com](http://www.themismedicare.com)

## SCRUTINIZER'S REPORT

To,  
Mr. Dinesh Patel,  
Chairman,  
Themis Medicare Ltd.,  
Plot No. 69-A, GIDC Industrial Estate,  
Vapi – 396 195,  
Dist. Valsad, Gujarat.

**Scrutinizer's Report on postal ballot process conducted through physical and electronic voting system in accordance with the provisions of section 108 &110 and other applicable provisions, if any of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014.**

Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by Themis Medicare Limited (“the Company”) seeking consent of its members for the Special Resolution as contained in the Notice of Postal Ballot dated **7<sup>th</sup> November, 2022**.

1. In terms of provisions 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we, M/s. SAV & Associates LLP, Practicing Company Secretaries, were appointed as the Scrutinizer by the Board in its Meeting held on **7<sup>th</sup> November, 2022**, to scrutinise the physical and e-voting process, pertaining to the Postal Ballot, in a fair and transparent manner, in respect of Special Resolution as contained in the Notice dated **7<sup>th</sup> November, 2022**.

In terms of section 110 and 108 of the Companies Act, 2013 and other applicable provisions, if any of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has sent the Postal Ballot Notice dated 7<sup>th</sup> November, 2022, on 9<sup>th</sup> December, 2022, by email, to the members who have registered their e-mail address with the Company/Depositories and on the same date by Speed Post to the members who have not registered their e-mail address with the Company/Depository.

For the members, who did not have access to e-voting facility, Postal Ballot Forms had been also emailed with the notice. E-voting was optional. Accordingly, the communication of the assent and dissent of the members had taken place either by Postal Ballot or through remote e-voting system. If a member has casted his/her votes through both the modes, the voting done by e-voting prevailed and votes casted through physical Postal Ballot Forms were to be treated invalid. The members of the Company holding equity shares as on the 'cut-off date' i.e. Friday, December 02, 2022 were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated 7<sup>th</sup> November, 2022, by Postal Ballot or through remote e-voting system.

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2. The Company has published an advertisement on **10<sup>th</sup> December, 2022** in The Indian Express, an English Newspaper and in Financial Express, a vernacular (Gujarati) newspaper regarding completion of dispatch of Notice of Postal Ballot dated **7<sup>th</sup> November, 2022** and also specifying therein the matters prescribed in the Rules with regard to the voting. The Postal Ballot Notice is placed on [www.themismedicare.com](http://www.themismedicare.com) and [www.evotingindia.com](http://www.evotingindia.com).
3. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-voting facility was kept open from **Saturday, 10<sup>th</sup> December, 2022 (9.00 a.m.) to Sunday, 8<sup>th</sup> January, 2023 (5.00 p.m.)**. The e-voting facility was blocked forthwith thereafter. Also the last date for receipt of Postal Ballot Form was Sunday, 8<sup>th</sup> January, 2023 (5.00 p.m.)
4. The votes cast by the members electronically were unblocked on **Sunday, 8<sup>th</sup> January, 2023** in the presence of two witnesses not in employment of the Company. The report of the members' e-voting was downloaded thereafter. Postal Ballot Forms received with the RTA were opened on Monday, 9<sup>th</sup> January, 2023 at 2.30 p.m. in the presence of two witnesses not in employment of the Company.
5. The electronic votes recorded from **Saturday, 10<sup>th</sup> December, 2022 (9.00 a.m.) to Sunday, 8<sup>th</sup> January, 2023 (5.00 p.m.)** and receipt of Postal Ballot Forms on or before **8<sup>th</sup> January, 2023 (5.00 p.m.)**, being last date and time fixed by the Company for physical and remote e-voting received as available in the CDSL website have been considered in our scrutiny.
6. The summary of physical and remote e-voting received for the following resolution is as under: -

**Special Resolution: -** Transfer of the Company's API business including the manufacturing facilities at Vapi, Valsad District, Gujarat and Jeedimetla, Malkajgiri District, Telangana to Themis Lifestyle Private Limited, a subsidiary of the Company (to become a wholly owned subsidiary of the Company).

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members or postal ballots voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	38	61,28,894	99.99
Postal Ballots	5	802	0.01
Total	43	61,29,696	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members or postal ballots voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	3	47	0.00
Postal Ballots	0	0	0.00
Total	3	47	0.00

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(iii) Invalid votes

Mode of Voting	Number of members or postal ballots voted	Number of votes cast by them
E-Voting	0	0
Postal Ballots	2	201
Total	2	201

- Member did not exercise the option for voting and/or exercised by both options physical as well as e-voting and e-voting was considered.
7. A Register containing details of list of equity shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution under physical and e-voting is enclosed.
8. You may accordingly declare the results of the postal ballot process conducted through electronic voting system and through Postal Ballot Forms.
9. Based on the aforesaid result, we report that, the Special Resolution as contained in the Notice of Postal Ballot dated **7<sup>th</sup> November, 2022** has been passed with requisite majority.

**For SAV & Associates LLP**  
**Practising Company Secretaries**

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**CS Shirish Shetye**  
**Designated Partner**  
**FCS- 1926 CP-825**

Scrutinizer for postal ballot process  
conducted through electronic voting system  
**UDIN: F001926D002919852**  
**Peer Review Regn. No.: 1528/2021**

Place: Mumbai  
Date: 9<sup>th</sup> January, 2023

Countersigned and received the report on behalf of Chairman

Witness:

Aparna  
Pramod  
Joshi

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by Aparna  
Pramod Joshi  
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Sangameshwar Iyer  
Company Secretary

1. CS Aparna Joshi

VAIBHAV  
SUHAS  
VELANKAR

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VELANKAR  
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2. CS Vaibhav Velankar

<b>General information about company</b>	
Scrip code	530199
NSE Symbol	THEMISMED
MSEI Symbol	N.A.
ISIN	INE083B01016
Name of the company	THEMIS MEDICARE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-01-2023
Start time of the meeting	
End time of the meeting	

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	SHIRISH SHETYE
Firms Name	SAV & Associates LLP
Qualification	CS
Membership Number	1926
Date of Board Meeting in which appointed	07-11-2022
Date of Issuance of Report to the company	09-01-2023

<b>Voting results</b>	
Record date	02-12-2022
Total number of shareholders on record date	6277
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Transfer of the Companys API business including the manufacturing facilities at Vapi,Valsad District, Gujarat and Jeedimetla, Malkajiri District, Telangana				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6180399	6124599	99.0971	6124599	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6180399	6124599	99.0971	6124599	0	100
Public- Institutions	E-Voting	5968	27	0.4524	27	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5968	27	0.4524	27	0	100
Public- Non Institutions	E-Voting	3013903	4315	0.1432	4268	47	98.9108	1.0892
	Poll		802	0.0266	802	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3013903	5117	0.1698	5070	47	99.0815
Total		9200270	6129743	66.6257	6129696	47	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

