



TML/CS/2019-20

28th September, 2020

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 50th Annual General Meeting of Themis Medicare Limited held on 28th September, 2020.

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 50th Annual General Meeting of the Company held on Monday, 28th September, 2020.

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 (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



Sub- AGM Proceedings

Date, time and Venue of the Meeting:

The 50th Annual General Meeting of Themis Medicare Limited commenced at 12.00 pm on Monday, 28th September, 2020 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").The meeting concluded at 12:25 pm 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 one (31) Members were present in person and/ or through representatives for the Body Corporates.
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 at 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 illness. 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.

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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 Friday, 25th September, 2020 (9.00 am) and ended on Sunday 27th September, 2020 (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 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 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 hence 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. Consideration and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2020, together with the Auditors' Report and Directors' Report thereon.
- II. Re-appointment of Mr. Rajneesh Anand (DIN 00134856) who retired by rotation and being eligible, offered himself for re-appointment.
- III. Declaration of dividend for the financial year ended 31st March, 2020.

SPECIAL BUSINESS:

- IV. Ratification of remuneration of M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai for the Financial year 2020-21.
- V. Approval for increase in limit for related party transactions
- VI. Considered approval for giving Corporate Guarantee and providing security.

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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 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. 28th September, 2020.

For **THEMIS MEDICARE LTD.**

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

Sangameshwar Iyer
Company Secretary and Compliance officer



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