



TML: CS: BSE/NSE CORR 2018-19:

31st December, 2018

The General Manager
Bombay Stock Exchange Ltd.
P. J Towers, Dalal Street,
Mumbai- 400 001

The Vice President
Listing Department,
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,

Subject: 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")

In continuation to our Letter No. BSE/NSE CORR 2018—19 dated 27th November, 2018, the Company had issued Postal Ballot Notice dated 14th November, 2018 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the Members of the Company, by way of an Ordinary Resolution for authorizing the Board of Directors of the Company to enter into contract(s) or arrangement(s) or transaction(s) with the related party including material related party transaction.

We wish to inform you that Mr. Shirish Shetye, Proprietor of M/s. Shirish Shetye & Associates, Practising Company Secretaries, Mumbai, who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on 14th November, 2018, for the aforesaid Postal Ballot process, has submitted his Report dated 31st December, 2018.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolution as embodied in the Postal Ballot Notice dated 14th November, 2018 with requisite majority. The aforesaid resolution is deemed to have been passed on 31st December, 2018, i.e. the date of receipt of the Scrutinizer's Report.

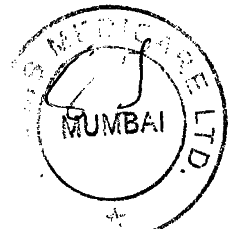
Themis Medicare Limited

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

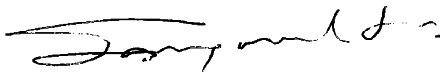


Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format are enclosed herewith for your information and record. The same is also uploaded on the Company's website at: www.themismedicare.com.

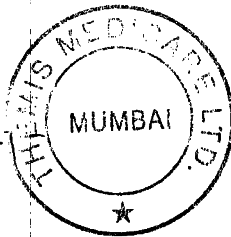
A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith.

Kindly acknowledge receipt and take the same on record.

For Themis Medicare Limited



Sangameshwar Iyer
Company Secretary & Compliance Officer



Shirish Shetye

B.Com., (Hons.), LL.M., F.C.S.
Proprietor

SHIRISH SHETYE & ASSOCIATES
COMPANY SECRETARIES

FORM NO. MGT-13

Report of the Scrutiniser

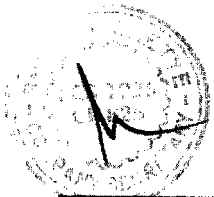
*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
Mr. Hoshang Sinor,
Chairman,
Themis Medicare Ltd.,
69/A, GIDC Industrial Estate,
Vapi, Dist. – Valsad,
Gujarat – 396 195.

Dear Sir,

1. I, CS Shirish Shetye, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of Themis Medicare Limited (“the Company”) at its meeting held on 14th November, 2018, for the purpose of scrutinising the physical postal ballot and e-voting for passing an ordinary resolution for Related Party Transactions under Section 188 of the Companies Act, 2013 with Themis Distributors Private Limited and ascertaining the requisite majority on physical postal ballot and e-voting carried out as per the provisions of section 110 and 108 of the Companies Act, 2013 read with rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the postal ballot notice dated 14th November, 2018.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through physical postal ballot and electronic means on the resolution contained in the postal ballot notice dated 14th November, 2018 issued by the Company. My responsibility as a scrutiniser for the e-voting is restricted to make a Scrutiniser’s Report of the votes cast “in favour” or “against” the resolution stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (“CDSL”), the authorised agency to provide e-voting facilities.
3. Further to above, I submit my report as under:

- (1) The Company has provided the physical postal ballot and e-voting facility through CDSL on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the



SHIRISH SHETYE & ASSOCIATES
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Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.

- (2) The notices are sent, both through email and physical form, contained the detailed procedure to be followed by the members who were desirous of casting their votes either by physical postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (3) As prescribed in the said Rules, the Company has also published an advertisement on 28th November, 2018 and it carried the required information as specified in the said rules.
- (4) The Company has sent postal ballot papers to the members, whose names appear on the Register of Member/List of Beneficial Owners as on 16th November, 2018. In case of joint holders, the postal ballot paper was sent to the first named holder.
- (5) I have kept a record of the physical postal ballot papers received in response to the above mentioned postal ballot notice, by initialling it.
- (6) I have ensured that the sealed envelopes received from the members are opened in my presence with due identification marks placed by me.
- (7) The physical postal ballot papers were diligently scrutinised and reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
- (8) The physical postal ballot papers, which were incomplete and/or which were otherwise found defective were treated as invalid and kept separately.
- (9) The e-voting was commenced from 28th November, 2018 (9.00 a.m.) and ended on 27th December, 2018 (5.00 p.m.).
- (10) The votes cast were unblocked on 28th December, 2018 and e-voting summary was downloaded from e-voting Website of CDSL.
- (11) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the proposed Resolution.
- (12) Thereafter, the details containing, inter alia, list of Equity Shareholder, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>. The result of the physical postal ballot and e-voting exercised is as under:



SHIRISH SHETYE & ASSOCIATES
COMPANY SECRETARIES

Item No. 1 – as an Ordinary Resolution:- To accord the consent and approve related party transaction under Section 188 of the Companies Act, 2013 with Themis Distributors Private Limited.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	45	1695738	99.86
Postal Ballot	14	2300	0.14
Total	59	1698038	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	20	0.00
Postal Ballot	0	0	0.00
Total	1	20	0.00

(iii) Invalid votes

Mode of Voting	Number of members voting	Number of votes cast by them
E-Voting	9	2402212
Postal Ballot	5	106
Total	14	2402318

* The votes cast by identified related parties were not considered as valid. Two members exercised e-voting rights, two members did not cast votes and signature of one member did not tally.

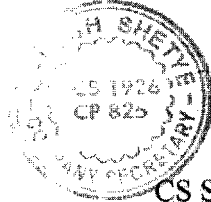
4. A Register containing details of list of equity shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution under physical postal ballot and e-voting is enclosed.

5. I shall hand over the physical postal ballotpapers and other related papers/registers and records for safe custody to Mr. Sangameshwar Iyer, Company Secretary of the Company who is authorised by the Board to supervise the entire voting process.

SHIRISH SHETYE & ASSOCIATES
COMPANY SECRETARIES

6. You may accordingly declare the result of the voting by e-voting and poll form.
7. The above mentioned resolution is deemed to be passed on 31st December, 2018 as mentioned in the postal ballot notice.

Thanking you,



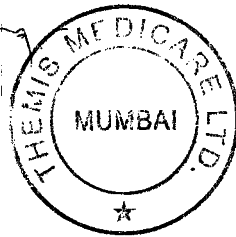
A handwritten signature in black ink, appearing to read "Shirish Shetye".

Place: Mumbai
31st December, 2018

CS Shirish Shetye, FCS-1926
Practicing Company Secretary CP 825
Scrutiniser for e-voting and postal ballot

Countersigned and received the report

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



Sangameshwar Iyer
Company Secretary

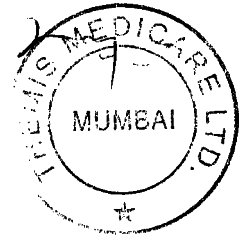
General information about company

Scrip code	530199
NSE Symbol	THEMISMED
MSEI Symbol	—
ISIN	INE083B01016
Name of the company	THEMIS MEDICARE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	31-12-2018
Start time of the meeting	—
End time of the meeting	—

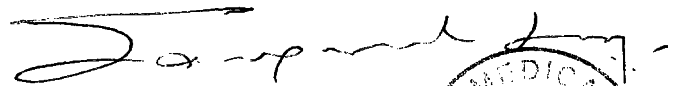
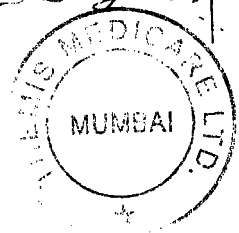



Scrutinizer Details	
Name of the Scrutinizer	SHIRISH SHETYE
Firms Name	SHIRISH SHETYE & ASSOCIATES
Qualification	CS
Membership Number	1926
Date of Board Meeting in which appointed	14-11-2018
Date of Issuance of Report to the company	31-12-2018

Shirish Shetye



Voting results	
Record date	16-11-2018
Total number of shareholders on record date	4273
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)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To authorise the Board of Directors of the Company to enter into contract(s) or arrangement(s) or transaction(s) with the related party including material related party transactions.					
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	6180295	3337775	54.0067	3337775	0	100	0
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6180295	3337775	54.0067	3337775	0	100
Public- Institutions	E-Voting	1000	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1000	0	0	0	0	0
Public- Non Institutions	E-Voting	2999647	760195	25.3428	760175	20	99.9974	0.0026
	Poll							
	Postal Ballot (if applicable)		2300	0.0767	2300	0	100	0
	Total		2999647	762495	25.4195	762475	20	99.9974
Total		9180942	4100270	44.6607	4100250	20	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

