



TML/CS/2016-17

15th September, 2016

The General Manager
Dept. of Corporate Services,
Bombay Stock Exchange Ltd.,
Rotunda Building, 1st Floor,
Mumbai Samachar Marg,
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: BSE Scrip Code: 530199
NSE Scrip Code: THEMISMED

Dear Sir/Madam,

Sub: Proceedings of 46th Annual General Meeting of Themis Medicare Limited held on 14th September, 2016.

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 46th Annual General Meeting of the Company held on 14th September, 2016.

Kindly take the above intimation on your record.

Thanking You.

Yours Faithfully
For **Themis Medicare Limited**


Prakash D. Naringrekar
CFO & Company Secretary



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.: 0260 2431447 / 2430219

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

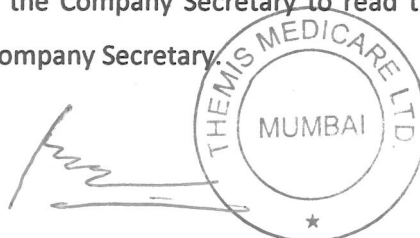
Sub- AGM Proceedings

Date, time and Venue of the Meeting:

The 46th Annual General Meeting of Themis Medicare Limited commenced at 10.30 am on Wednesday 14th September, 2016 at Registered Office of the Company at Plot No. 69-A, GIDC Indl. Estate, Vapi, Dist. Valsad, Gujarat – 396195. The meeting concluded at 11.20 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. Twenty Nine (29) 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. Seven (7) Directors were present to the Meeting including Two (2) Independent Directors and Two (2) Alternate Directors.
5. Mr. Vijay Agarwal, Audit & Risk Management Committee member was present to attend the Meeting on behalf of the Audit & Risk Management Committee Chairman as per Regulation 18(1)(d) of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. The Statutory Auditors of the Company Mr. M. T. Ankleshwaria was present as per section 146 of the Companies Act, 2013.
7. The Chairman further informed that remote e-voting period had begun on Saturday 10th September, 2016 (9.00 am) and ended on Tuesday 13th September, 2016 (5.00 pm).
8. 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 polling at the Meeting.
9. 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.
10. With the permission of the members, notice of the meeting was taken as read.
11. The Chairman instructed the Company Secretary to read the Auditor's Report, which was accordingly read by the Company Secretary.



12. The Managing Director 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 2016, 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. Appointment of M/s M. T. Ankleshwaria & Co. Chartered Accountants (Registration no. 100501W), as the Statutory Auditors of the Company and at fix their remuneration for the year 2016-17.

SPECIAL BUSINESS:

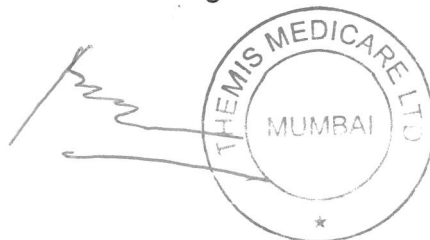
- IV. Appointment of Mrs. Jayshree D. Patel to hold and continue an office or place of profit as Consultant of the Company together with consultancy fees payable.
- V. Appointment of Mrs. Reena S. Patel to hold and continue an office or place of profit as Vice President – System & Administration of the Company together with remuneration payable.
- VI. Ratification of remuneration of M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai for the Financial year 2016-17.

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.



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. 14th September, 2016.

Place: Mumbai

Date: 15th September, 2016

For THEMIS MEDICARE LTD.


PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY

