THEMIS
MEDICARE

10th June, 2016

The General Manager,
Corporate Relations Department
BSE Limited, 1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400001.

The National Stock Exchange of India Ltd.
Exchange Plaza , 5th Floor,
Plot No. C/1, 'G' Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Dear Sir/Madam,

Sub: Disclosure Regarding Voting Results of Extra Ordinary General Meeting (EGM) of the Company as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, given below are the details of the voting results at the Extra Ordinary General Meeting (EGM) of the Company, held on Friday 10th June, 2016 at 10.30 AM at Registered Office of the Company situated at 69/-A, GIDC Industrial Estate, Dist. Valsad, Vapi – 396 196, Gujarat as per the prescribed format under the said clause.

Details of Voting Results:

Date of EGM	**10th June, 2016**
Total no. of shareholders as on record date: 4th June, 2016	4311
No. of Shareholders present in the meeting either in the person or through proxy • Promoters and Promoter group • Public	 3 28
Number of shareholders attended the meeting through Video Conferencing	Not Applicable

Resolution/Agenda wise details of voting (including votes cast by e-voting process) are as under:

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

Resolution No. 1: To approve issue of 500000 Equity Shares of Rs. 10/- each at a price of Rs.500/- per share to the Non Promoters on Preferential basis.

Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
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	6055295	3320471	54.84	3320471	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	6055295	3320471	54.84	3320471	0	100%	0
Public – Institutional	E- Voting	1000	0	0	0	0	0	0
	Poll	0						
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1000	0	0	0	0	0	0
Public -Non Institutions	E- Voting	2447265	340287	13.90	340283	4	100%	0
	Poll	16040	16040	100	16040	0	100%	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	2463305	356327	14.47	356327	4	100%	0
Grand Total		8519600	3676798	69.31	3676794	4	100%	0

Based on above, the resolution has been passed with requisite Majority.

Resolution No. 2: To approve issue of 125000 Convertible Warrants of Rs. 500/- each to the Promoters of the Company on Preferential basis.

Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					YES			
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	6055295	992004*	16.38	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	6055295	992004*	16.38	0	0	0	0
Public – Institutional	E- Voting	1000	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1000	0	0	0	0	0	0
Public -Non Institutions	E- Voting	2447265	675781	27.61	675777	4	100	0
	Poll	16040	16040	100	16040	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	2463305	691821	28.08	691817	4	100	0
Grand Total		8519600	1683825	19.76	691817	4	41.09	0

* The votes cast by three private limited companies, being interested party in passing the resolution, are considered as invalid votes.

Based on above, the resolution has been passed with requisite Majority.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For THEMIS MEDICARE LIMITED

Prakash D. Naringrekar
CFO & Company Secretary

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,
Extraordinary General Meeting of the Equity Shareholders of
Themis Medicare Ltd.,
Held on Friday, 10th June, 2016 at
Plot No. 69-A, GIDC Industrial Estate,
Vapi – 396 195,
Dist. Valsad, Gujarat.

Dear Sir,

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 May, 2016, for the purpose of scrutinising the e-voting and for conducting the poll process at the Extraordinary General Meeting (EGM) and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the EGM of the Equity Shareholders of the Company, held on 10th June, 2016 at Plot No. 69-A, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat

1. 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 electronic means on the resolutions contained in the Notice of the EGM of the members of 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 resolutions as stated in the 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.

2. Further to above, I submit my report as under:

(1) The Company has provided the 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 Company and also it's Service Provider to facilitate their shareholders to cast their votes through e-voting.

SHIRISH SHETYE FCS 1926 CP 825 COMPANY SECRETARY

5, Merrott Building, 1st Floor, Behind Nityanand Nagar No. 1, Off. Sahar Road, Andheri (East), Mumbai-400 069.
Tel. : (O), 2479 1568 / 2682 6505 • (M) : 98208 66890 • (F) : 2682 6506
Email : shirishshetye@gmail.com

(2) The notices sent, both through email and physical form, contained the detailed procedure to be followed by the members who were desirous of casting their votes 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 20th May, 2016 and it carried the required information as specified in the said rules.

(4) The Company has arranged the poll papers and the same were distributed to the members and proxies present at the meeting. In case of joint holders, the poll paper was given to the first named holder or in his/her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio.

(5) I have kept a record of the poll papers received in response to the poll, by initialling it.

(6) I have ensured that the empty ballot boxes were duly locked and sealed in my presence with due identification marks placed by me, in the presence of the members and proxies.

(7) The ballot boxes were opened in my presence and the presence of two persons viz. Mr. Vikas Tarekar and Mr. K. Jaypal as witnesses after the voting process was over. The poll papers were diligently scrutinised and reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations/ proxies lodged with the Company.

(8) There was no poll paper, which was incomplete and/or which was otherwise found defective.

(9) The e-voting was commenced from 7th June, 2016 (09.00 a.m.) and ended on 9th June, 2016 (5.00 p.m.).

(10) The votes cast were unblocked on 10th June, 2016 in the presence of two witnesses, Mr. Vikas Tarekar and Mr. K. Jaypal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

SHIRISH SHETYE FCS 1926 CP 825 COMPANY SECRETARY

Mr. Vikas Tarekar

Mr. K. Jaypal

(11) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the respective 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 e-voting exercised and the ballot process at the EGM is as under:

Item No. 1 – as a Special Resolution:- To approve issue of 500000 Equity Shares of Rs. 10/- each at a price of Rs.500/- per share to the Non Promoters on Preferential basis.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	44	36,60,754	99.56
Physical poll at the EGM	17	16,040	0.44
Total	61	36,76,794	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	4	0
Physical poll at the EGM	0	0	0
Total	1	4	0

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	0	0
Physical poll at the EGM	0	0
Total	0	0

SHIRISH SHETYE FCS 1926 CP 825 COMPANY SECRETARY

Item No. 2 – as a Special Resolution:- To approve issue of 125000 Convertible Warrants of Rs. 500/- each to the Promoters of the Company on Preferential basis.

(ii) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	36	6,75,777	97.68
Physical poll at the EGM	17	16,040	2.32
Total	53	6,91,817	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	4	0
Physical poll at the EGM	0	0	0
Total	1	4	4

(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
E-Voting	3	9,92,004#
Physical poll at the EGM	0	0
Total	3	9,92,004

The votes cast by three private limited companies, being interested party in passing the resolution, are considered as invalid votes.

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

4. I shall hand over the poll papers and other related papers/registers and records for safe custody to Mr. Prakash D. Naringrekar, Company Secretary of the Company who is authorised by the Board to supervise the entire voting process after the Chairman approves and signs the minutes of the meeting.

SHIRISH SHETYE - COMPANY SECRETARY FCS 1926 CP 825

5. You may accordingly declare the result of the voting by e-voting and poll form.

6. The above mentioned resolutions are deemed to be passed as on the date of the EGM.

Thanking you,



Place : Vapi
10th June, 2016

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

Countersigned and received the report

for & on Behalf of

Hoshang Sinor
Chairman

Prakash D. Mistry