



TML: CS: 2012-13

4th July, 2012**The Vice President**

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

Dear Sir,

Sub: AGM Proceedings

The 42nd Annual General Meeting of Themis Medicare Ltd. commenced at 10.00 a.m. on Tuesday, 3rd July, 2012 at Registered office of the Company at Plot no. 69-A, GIDC Indl. Estate, Vapi – 396195, Dist. Valsad, Gujarat

1. Shri. H.N. Sinor, Chairman took the chair.
2. 10 Members were present in person or through representative and 4 Proxies were present.
3. The quorum being present, the Chairman commenced the proceedings of the meeting.
4. With permission of the members present, the notice of the meeting was taken as read.
5. The Chairman instructed the Company Secretary to read the Auditors Report, which was accordingly read by the Company Secretary.
6. The members present asked certain questions regarding accounts and business activities of the Company which were replied to by the Chairman and Managing Director of the Company.
7. In respect of 4 ordinary businesses to be carried out, comprising consideration of accounts, appointment of two directors retiring by rotation and appointment of Statutory Auditors, the resolutions were put before the meeting separately and after duly proposing and seconding the same, were carried unanimously by show of hands.
8. In respect of Special Business comprising of 5 items (two Special Resolutions for amendments in Articles of Association, two Special Resolutions for Issue of Employee Stock Option and one Special Resolution for Allotment of Convertible Preferential Warrants to some of the Promoters of the Company) after duly incorporating amendments to Special Business item nos. 7 & 9 (the amendments were duly proposed/ seconded and passed) after duly proposing and seconding the same, were carried unanimously by show of hands.
9. The meeting was thereafter terminated with a vote of thanks to the chair.

Thanking you,

Yours truly

For THEMIS MEDICARE LIMITED



PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY

Themis Medicare Limited

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