

## Notice to Members

NOTICE is hereby given that the 39th Annual General Meeting of the Members of THEMIS MEDICARE LTD. will be held at Plot no. 69-A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat on Wednesday, 9th December, 2009 at 10.30 a.m. to transact the following business :

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2009 and the Profit & Loss Account for the year ended 31st March 2009 and the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Shri Erik Bogesch who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Hoshang N. Sinor who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Lajos Kovacs who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
6. To appoint Branch Auditors in respect of Hyderabad Division operations of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

### SPECIAL BUSINESS:

7. To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Rajneesh Anand, who was appointed by the Board as an Additional director w.e.f 03.10.08 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under section 257 of the Act together with a deposit of Rs. 500/- in cash proposing his candidature for the office of the director of the Company, be and is hereby appointed as a regular director of the Company liable to retire by rotation.”

8. Appointment under Section 314 of the Companies Act, 1956:  
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactment thereof, consent and approval of the Company be and is hereby accorded to Mrs. Reena S. Patel a relative of Shri Shantibhai D. Patel - Chairman (Emeritus) Dr. Sachin D. Patel - Director - Business Development, Mrs. Jayashree Patel - Whole-time Director and Dr. Dinesh S. Patel - Managing Director & CEO of the Company, to hold and continue to hold an office or place of profit as Vice President - Systems & Administration, of Themis Medicare Limited on a salary in the range of Rs.1 lac to 2 lacs per month plus allowances, benefits and perquisites as listed in the Agreement, the Company has entered into with her during the period 01/09/2009 to 31/08/2014.”

By order of the Board of Directors

MUMBAI : 30<sup>th</sup> October, 2009  
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,  
Vapi-396 195, Dist. Valsad, (Gujarat)

Prakash D. Naringrekar  
CFO & Company Secretary

## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy to be effective must be deposited at the Registered Office of the Company not later than forty eight hours before the time appointed for holding of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 3-12-2009 to Wednesday, 9-12-2009 (both days inclusive).
4. Members are requested to notify immediately any change in their addresses, if any, to the Company / Registrar & Share Transfer Agents quoting reference of the Registered Folio Number.
5. Members are requested to quote their Folio Numbers in their correspondence with the Company / Registrar & Share Transfer Agent.
6. Company shares are listed at Bombay Stock Exchange Limited, Mumbai, and National Stock Exchange of India Limited, Mumbai. The Company has paid listing fees for the year 2009-10 to the above Stock Exchanges.
7. The eligible members of the Company (except members whose shares are forfeited) are hereby informed that unclaimed interim dividend for the Company's accounting year 2001-2002 will be credited to the Central Government's Investors' Education and Protection Fund during the calendar year 2009. Hence, no claim, if any, will be entertained for unclaimed dividend thereafter.

By order of the Board of Directors

MUMBAI : 30th October, 2009  
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,  
Vapi-396 195, Dist. Valsad, (Gujarat)

Prakash D. Naringrekar  
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## Explanatory Statement As Required Under Section 173(2) Of The Companies Act, 1956

Pursuant to the section 173(2) of the Companies Act, 1956, the following explanatory statement sets out the material facts relating to business mentioned in the accompanying Notice dated 30th October, 2009

Item No. 7:

The Board of Directors of the Company at their meeting held on 3rd October, 2008 appointed Mr Rajneesh Anand as Additional Director of the Company. As per the provisions of section 260 of the Companies Act, 1956 he holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment as a Director of the Company.

Prior to his appointment as an Additional director he was an Alternate director to Mr. Erik Bogsch w.e.f. 27th April, 2007.

The Company has received notice under section 257 of the Act alongwith the requisite deposit, from a member proposing candidature of Mr. Anand for the appointment as a Director of the Company.

Mr. Anand is B.E (Mech), MIE, DMS and is associated with our group for last more than two decades. He has expertise in the area of Production, Planning, Project implementation, Engineering, Finance, Administration etc. He is at present Managing Director of Gujarat Themis Biosyn Ltd and Alternate Director on the Board of Richter Themis Medicare (India) Pvt Ltd.

Details regarding Mr. Anand and his brief resume are given below:

Name of the Director	:	Mr. Rajneesh Anand
Date of Birth	:	05.03.1954
Date of appointment	:	03.10.2008
Expertise in specific functional areas:		Over 33years of industrial experience in the area of Production, Planning, Project implementation, Engineering, Finance, Administration etc
Qualifications	:	B.E (Mech) MIE, DMS
List of Companies (Excluding foreign & private Ltd. Companies) in which outside Directorship held as on 31 <sup>st</sup> March 2009.		Themis Medicare Ltd Gujarat Themis Biosyn Ltd- Managing Director Richter Themis Medicare (India) Pvt Ltd.- Alternate Director
Chairman / Member of the Committees of the Board of the Companies on which he is a director as on 31 <sup>st</sup> March 2009	:	None

Except for Mr. Anand no any other director is concerned or interested in this resolution.

Item No. 8:

Mrs. Reena S. Patel is associated with the Company for almost 8 years and she is actively taking part in the development of Information Technology related aspects as well as Human Resources and administrative matters of the Company. With her active involvement, the Company has successfully completed implementation of ERP system in various factories and head office. She is also instrumental in initiating the process of setting up of the systems in the areas of Human Resource Management and administration activities of the Company. Mrs. Reena Patel is technically qualified in her field.

The appointment of and remuneration payable to Mrs. Reena S. Patel was earlier approved by Ministry of Company Affairs, Government of India u/s 314(1)(b) of Companies Act, 1956 for a period of 5 years ie. upto 31/08/2009.

Since Mrs. Reena Patel is a relative of Shri Shantibhai D. Patel, Dr. Dinesh S. Patel, Mrs. Jayshree D. Patel and Dr. Sachin D. Patel, directors of the Company, her appointment and remuneration payable will require prior approval of members and Central Government.

The Company will be applying for renewal of appointment and remuneration payable to her to the Central Government u/s 314(1) (b) of the Companies Act, 1956 upon passing of the resolution by the members of the Company.

Following is the extract of the terms of contract and remuneration payable to Mrs. Reena S. Patel:

1. She will be entitled to a salary in the range of Rs. 1 lac - 2 lacs per month.
2. She will be entitled to House Rent Allowance calculated @ 60% of her salary or if unfurnished accommodation is provided the same will be subject to the ceiling of 60% of salary over and above 10% payable by her. In case the accommodation is owned by the Company 10% of her salary shall be deducted.
3. She will be entitled to reimbursement of Gas, Electricity, Water and Furnishings as evaluated as per the Income Tax Act and shall be subject to a ceiling of 10% of her salary.
4. Medical Reimbursement for Mrs. Reena S. Patel and her family subject to the maximum of one month salary in a year or three months salary over a period of 3 years.
5. Leave Travel Concession for self and her family as per the rules of the Company.
6. Reimbursement of Club Fees : (Subject to a maximum of two clubs)
7. Personal Accident Insurance Premium (Not exceeding Rs. 4,000/- p.a.)  
"Family means her spouse, dependant children and dependant parents"

In addition to above, she shall be entitled to the following perquisites:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Contribution to Gratuity Trust not exceeding half months salary for each completed year of service.
3. Provision of Car for use on Company's business.
4. Reimbursement of Telephone expenses.

Shri Shantibhai D. Patel, Dr. Dinesh S. Patel, Mrs. Jayshree D. Patel and Dr. Sachin D. Patel, being Directors of the Company as well as relatives of Mrs. Reena S. Patel be treated as concerned or interested in the aforesaid matter.

This may also be treated as disclosure of Director's interest as required to be made u/s 302 of the Companies Act, 1956.

The members are recommended to pass the above resolutions.

By order of the Board of Directors

MUMBAI : 30th October, 2009  
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,  
Vapi-396 195, Dist. Valsad, (Gujarat)

Prakash D. Naringrekar  
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