

Notice to Members

NOTICE is hereby given that the 44th 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 29th September, 2014 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 2014 and the Statement of Profit & Loss for the year ended 31st March 2014 and the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Dr. Laszlo Kovacs who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory 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.

SPECIAL BUSINESS:

4. To appoint Mr. Hariharan Subrahmaniam (DIN NO. 00162200) as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Hariharan Subrahmaniam (DIN NO. 00162200), a non-executive Additional Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director for a period of five years with effect from the ensuing Annual General Meeting ".

5. To appoint Ms. Dharmishta N. Raval (DIN NO. 02792246) as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 149(1), 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Ms. Dharmishta N. Raval (DIN NO. 02792246), a non-executive Additional Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director for a period of five years with effect from the ensuing Annual General Meeting ".

6. To re-appoint Mr. Hoshang N. Sinor (DIN NO. 00074905) as an Independent Director in the ensuing Annual General Meeting to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Hoshang N. Sinor (DIN NO. 00074905), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director for a period of five years with effect from the ensuing Annual General Meeting “.

7. To re-appoint Mr. Humayun Dhanrajgir (DIN NO. 00004006) as an Independent Director in the ensuing Annual General Meeting to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Humayun Dhanrajgir (DIN NO. 00004006), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director for a period of five years with effect from the ensuing Annual General Meeting “.

8. To re-appoint Mr. Vijay Agarwal (DIN NO. 00058548) as an Independent Director in the ensuing Annual General Meeting to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Vijay Agarwal (DIN NO. 00058548), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director for a period of five years with effect from the ensuing Annual General Meeting “.

BY ORDER OF THE BOARD OF DIRECTORS

PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY

MUMBAI : 11th August, 2014
 Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
 Vapi-396 195, Dist. Valsad, (Gujarat).
 CIN : L24110GJ969PLC001590

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. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.**
3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 23rd September, 2014 to Monday 29th September, 2014 (both days inclusive).
5. Members are requested to notify immediately changes in their addresses, if any, to the Company / Registrar & Share Transfer Agent quoting reference of the Registered Folio Number.
6. Members are requested to quote their Folio Numbers in their correspondence with the Company / Registrar & Share Transfer Agent.
7. Company shares are listed at BSE Limited, Mumbai, and National Stock Exchange of India Limited, Mumbai. The Company has paid listing fees for the year 2014-15 to the above Stock Exchanges.
8. The eligible members of the Company (except members whose shares are forfeited) are hereby informed that unclaimed dividend for the Company's accounting year 2006-2007 will be credited to the Central Government's Investors' Education and Protection Fund at appropriate time during the calendar year 2014. Hence, no claim, if any, will be entertained for unclaimed dividend thereafter.
9. Members holding shares in physical form are requested to notify the email id and the changes in their addresses, if any, at the earliest. Members holding shares in dematerialized form are requested to notify change in their addresses to their Depository Participants.
10. The Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 22nd August, 2014 are entitled to vote by E-voting / Ballot Paper attending Annual General Meeting in person(s) on the resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- The voting period begins on Wednesday 17th September, 2014 (9:00 a.m.) and ends on Fridays 19th September, 2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) Log on to the E-voting website www.evotingindia.com
 - (ii) Click on " Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
 - (iv) Now enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank Details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant THEMIS MEDICARE LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to

<https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Mr. Jagdish Patel (Membership No.FCS 2613 and CP No. 1782), Jagdish Patel & Co. Company Secretaries, Vapi, Company Secretary in Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (xix) The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xx) The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.themismedicare.com; and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

In case of members receiving the physical copy:

- (A) The Ballot Form will be provided for the benefit of shareholders, who do not have access to E-voting facility.
- (B) Pursuant to Clause 35B of the Listing Agreement, members who do not have access to E-voting facility, may exercise their right to vote on business to be transacted at the Annual General Meeting of the Company by submitting the Ballot Form.
- (C) The voting period begins on Wednesday 17th September, 2014 (9:00 a.m.) and ends on Fridays 19th September, 2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

BY ORDER OF THE BOARD OF DIRECTORS

PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY

MUMBAI : 11th August, 2014
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
Vapi-396 195, Dist. Valsad, (Gujarat).
CIN : L24110GJ1969PLC001590

EXPLANATORY STATEMENT TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING

ITEM NO: 4

To appoint Mr. Hariharan Subramaniam (DIN NO. 00162200) as a regular Independent Director of the Company.

Mr. Hariharan Subrahmaniam was appointed as an Additional Director at the Board Meeting held on 10th February, 2014. He holds office till the date of the ensuing Annual General Meeting. Our company has received notice from a member of the Company, communicating his intention to propose Mr. Hariharan Subrahmaniam as a regular Independent Director of the Company. The notice is accompanied with a deposit of Rs. 1 Lac as per the requirements of Section 160(1) of the Companies Act, 2013.

Mr. Hariharan Subrahmaniam, an Indian Patent Attorney with over 32 years of experience and is involved in all aspects of IP law including filing, prosecution and enforcement. He was voted as No. 1 Patent Attorney by several leading law magazines and was featured in the cover story "Top 50 IP lawyers you must know in Asia and Pacific" in the March issue of Asia law magazine.

Except for Mr. Hariharan Subrahmaniam no other director is concerned or interested in this resolution.

The Board recommends the appointment of Mr. Hariharan Subrahmaniam as a regular Independent director to the members.

ITEM NO: 5

To appoint Ms. Dharmishta N. Raval (DIN NO. 02792246) as a regular Independent Directors of the Company.

Ms. Dharmishta N. Raval was appointed as an Additional Director at the Board Meeting held on 06th August, 2014. She holds office till the date of the ensuing Annual General Meeting. Our Company has received notice from a member of the Company, communicating her intention to propose Ms. Dharmishta N. Raval as a regular Independent director of the Company. The notice is accompanied with a deposit of Rs. 1 Lac as per the requirements of Section 160(1) of the Companies Act, 2013.

Ms. Dharmishta N. Raval, an eminent corporate lawyer and has a vast experience in matters related to Company Law, Labour Laws and Taxation. The Board strongly feels that her contribution in the field will be of great help to the Company in the years to come.

Except for Ms. Dharmishta N. Raval no other director is concerned or interested in this resolution.

The Board recommends the appointment of Ms. Dharmishta N. Raval as a regular Independent director to the members.

ITEM NO: 6

To re-appoint Mr. Hoshang N. Sinor (DIN NO. 00074905) as an Independent Director to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM in the ensuing Annual General Meeting.

Mr. Hoshang N. Sinor was appointed on the Board as a Director on 28th July, 2003. Since then he has been contributing as an Independent Director of the Company. He was last re-appointed as an Independent Director of the Company at the Annual General Meeting held on 30th July, 2011.

The Board has proposed to re-appoint him as an Independent Directors of the Company in the ensuing Annual General Meeting for the period of five years from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM.

Mr. H. N. Sinor is also Chairman of the Company as well as member of Audit Committee. He has wide experience and expertise in the corporate arena (especially in Finance, Banking and general commercial areas). He has guided the Board and the Company with his rich experience from time to time.

Except for Mr. Hoshang N. Sinor no other director is concerned or interested in this resolution.

The Board recommends the re-appointment of Mr. Hoshang N. Sinor as a director to the members.

ITEM NO: 7

To re-appoint Mr. Humayun Dhanrajgir (DIN NO. 00004006) as an Independent Director to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM in the ensuing Annual General Meeting.

Mr. Humayun Dhanrajgir was appointed on the Board as a Director on 06th May, 2004. Since then he has been contributing as an Independent Director of the Company. He was last re-appointed as an Independent Director of the Company at the Annual General Meeting held on 30th August, 2013.

The Board has proposed to re-appoint him as an Independent Directors of the Company in the ensuing Annual General Meeting for the period of five years from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM.

Mr. Humayun Dhanrajgir has experience in Pharmaceutical business for last over 45 years, especially in Multinational Companies. He is on the Board of various Pharmaceutical Companies in India as an Independent Director. Our Company has immensely benefited from his experience in the field of Pharma business as well as corporate governance area.

Except for Mr. Humayun Dhanrajgir no other director is concerned or interested in this resolution.

The Board recommends the re-appointment of Mr. Humayun Dhanrajgir as a director to the members.

ITEM NO: 8

To re-appoint Mr. Vijay Agarwal (DIN NO. 00058548) as an Independent Director to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM in the ensuing Annual General Meeting.

Mr. Vijay Agarwal was appointed on the Board as a Director on 19th July, 2002. Since then he has been contributing as an Independent Director of the Company. He was last re-appointed as an Independent Director of the Company at the Annual General Meeting held on 30th August, 2013.

The Board has proposed to re-appoint him as an Independent Directors of the Company in the ensuing Annual General Meeting for the period of five years from the conclusion of this Annual General Meeting (AGM) till conclusion of Sixth AGM with this AGM being counted as the First AGM.

Mr. Vijay Agarwal is a veteran Chartered Accountant, practicing in the fields of taxation and finance. The Board of the Company has benefited from his expertise in the fields of finance, taxation and accountancy during his association with the Company.

Except for Mr. Vijay Agarwal no other director is concerned or interested in this resolution.

The Board recommends the re-appointment of Mr. Vijay Agarwal as a director to the members.

BY ORDER OF THE BOARD OF DIRECTORS

PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY

MUMBAI : 11th August, 2014
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
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