



CIN No.: L24110GJ1969PLC001590
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To,
Mr. Hariharan Subramaniam
E - 556, Greater Kailash Part - II,
New Delhi, 110048,

Date: 30th September, 2014

Subject- Appointment as Independent Director

Dear Sir,

I am pleased to communicate you that the members of Themis Medicare Limited at its Annual General Meeting held on 29th September, 2014 approved the proposal to appoint you as an Independent Director of the Company on the terms and conditions as specifically enumerated below-

1. This letter is issued to formalize your appointment as per the provisions contained in Schedule IV of the Companies Act, 2013.
2. You are appointed as an Independent Director of the Company for a term of five years effective from 29-09-2014.
3. Your appointment shall be governed by the provisions of Section 149(8) of the Companies Act, 2013, (the Act), Schedule IV and the Rules made under "the Act".
4. You shall be guided by the criteria of professional conduct, functions and duties as set out by the Board from time to time.
5. As an Independent Director, you are expected as far as possible, amongst others, to attend the meetings of the Board, committees on which you are a member as well as all General Meetings of the Company and participate actively thereat to uphold the goals of the Company.
6. You shall be paid fees as decided by the Board, from time to time, to attend the meetings of Board and Committees as well as reimbursement of expenses incurred for attending the meetings. Any other remuneration will be payable as decided by the Board and the members of the Company from time to time.
7. You shall be covered by Directors and Officers Insurance policy from time to time during your term with the Company as an Independent Director.
8. Your reappointment as an Independent Director at the end of the term will be on the basis of report of performance evaluation made by the Board periodically.

I wish you all the best during your tenure as an Independent Director on the Board.

With Best Wishes,

FOR THEMIS MEDICARE LIMITED

HOSHANG N. SINOR
CHAIRMAN

Themis Medicare Limited

Corporate Office : 11/12, Udyog Nagar, S. V. Road, Goregaon (W), Mumbai - 400 104. (India)

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