



Notice to Members

NOTICE is hereby given that the 41st 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 Saturday, 30th July, 2011 at 11.00 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 2011 and the Profit & Loss Account for the year ended 31st March 2011 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 a Director in place of Mr. Eric Bogesch who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Hoshang N. Sinor who retires by rotation and being eligible, offers himself for re-appointment.
5. 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.
6. To declare a Dividend.

SPECIAL BUSINESS:

7. To consider & 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. Jayshree D. Patel a relative of Dr. Dinesh S. Patel – Managing Director & CEO Dr. Sachin D. Patel – Dy. Managing Director of the Company, to hold and continue an office or place of profit as Consultant, of Themis Medicare Limited on a monthly fees of Rs. 2,45,000/- (Rupees Two Lacs Forty Five Thousand only) per month for a period of five years w.e.f. 4th May, 2011.”

By order of the Board of Directors

Mumbai : 3rd May 2011
 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 22nd July, 2011 to 30th July, 2011 (both days inclusive).
4. Dividend if declared at the meeting will be paid to the eligible members whose names appear on the Register of Members on 30th July, 2011 or after that date.
5. Members are requested to notify immediately changes in their addresses, if any, to the Company / Registrar & Share Transfer Agents 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 Bombay Stock Exchange Limited, Mumbai, and National Stock Exchange of India Limited, Mumbai. The Company has paid listing fees for the year 2011-12 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 2003-2004 will be credited to the Central Government's Investors' Education and Protection Fund at appropriate time during the calendar year 2011. Hence, no claim, if any, will be entertained for unclaimed dividend thereafter.

By order of the Board of Directors

Mumbai : 3rd May 2011
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
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Prakash D. Naringrekar
CFO & Company Secretary



Explanatory Statement Pursuant To Section 173 (2) Of The Companies Act, 1956.

Following are the material facts relating to Item no. 7 of the accompanying Notice.

At the Annual General Meeting of the Company held on 25th June 2010, consent of the members was accorded for reappointment of Mrs. Jayshree D. Patel as Whole Time Director of the Company, on revised remuneration for a period of five years w.e.f. 29th June, 2010.

Mrs. Jayshree D. Patel had expressed her unwillingness to continue as a Whole Time Director of the Company due to pressing personal commitments. The Board at its meeting held on 3rd May, 2011 considered her request and had accepted resignation as a Whole Time Director. However, considering her vast experience of more than 27 years in the field of finance, administration & distribution the Board requested Mrs. Patel to continue as a Consultant and guide the Company in the current pressing times. Mrs. Jayshree Patel consented to act as a Consultant on revised fees as approved by the Board.

Looking at the vast experience of Mrs. Jayshree D. Patel, her role in the new capacity as a Consultant will be of immense benefit to the Company. Further, the fees payable to her as a consultant will be much lower than remuneration as a Whole Time Director she was entitled to, as approved by the members earlier.

As per Section 314 of the Companies Act 1956, consent of the members is required to be obtained for holding office or place of profit by a relative of Director of the Company.

Mrs. Jayshree D. Patel being relative of Dr. Dinesh S. Patel – Managing Director & CEO and Dr. Sachin D. Patel – Dy. Managing Director of the Company, they are to be treated as concerned or interested in the aforesaid matter.

The members are recommended to pass the above resolution.

By order of the Board of Directors

Mumbai : 3rd May 2011
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Prakash D. Naringrekar
CFO & Company Secretary