

Notice to Members

NOTICE is hereby given that the 46th Annual General Meeting of the Members of **THEMIS MEDICARE LIMITED** will be held at the registered office of the Company at Plot no. 69-A, GIDC Industrial Estate, Vapi, Dist. Valsad, Gujarat-396 195 on Wednesday, 14th September, 2016 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2016, together with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Rajneesh Anand (DIN 00134856) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and at fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 M/s M. T. Ankleshwaria & Co. Chartered Accountants (Registration no. 100501W), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of 46th Annual General Meeting till the conclusion of the 47th Annual General Meeting of the Company at a remuneration as fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

ORDINARY RESOLUTION:

"RESOLVED THAT, pursuant to the provisions of section 188(1) and 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, and in terms of applicable provisions of the Listing Regulations (including any statutory modification(s) or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to Mrs. Jayshree D. Patel, Alternate Director to Dr. Laszlo Kovács and a relative of Dr. Dinesh S. Patel – Managing Director & CEO, Dr. Sachin D. Patel – Dy. Managing Director as well as Mrs. Reena S. Patel, Alternate Director to Mr. Lajos Kovacs, to hold and continue an office or place of profit as Consultant of Themis Medicare Limited on a monthly fees of Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand only) for a period of five years w. e. f. 4th May, 2016."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

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

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 188(1) and 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, and in terms of applicable provisions of the Listing Regulations (including any statutory modification(s) or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to Mrs. Reena S. Patel., Alternate Director Mr. Lajos Kovacs and a relative of Dr. Dinesh S. Patel – Managing Director & CEO, Dr. Sachin D. Patel – Dy. Managing Director as well as Mrs. Jayshree D. Patel, Alternate Director to Dr. Laszlo Kovacs, to hold and continue an office or place of profit as Vice President – System & Administration, of Themis Medicare Limited, on the following terms and conditions for a period of five years w. e. f. 4th May, 2016.:

- i. Salary: Basic Salary Rs. 1,88,000/- per month plus HRA of Rs. 57,000/- per month.
- ii. Reimbursements: She shall be entitled to reimbursement of expenses incurred for the purpose of performance of her duties.
- iii. Terminal benefits: She shall also be entitled to followings as per company's policy: a) Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961. b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- iv. The increase in salary shall be as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

6. To fix the remuneration of M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai to conduct the audit of the cost accounts for the year 2016-17 as an **ORDINARY RESOLUTION**.

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment hereof, for the time being in force), M/s. B.J.D. Nanabhoy & Co., Cost Accountants (Firm Registration no. 0011) Mumbai, appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost accounts maintained by the Company in respect of bulk drugs and formulations for the financial year ended 31st March, 2017, on a remuneration as fixed by the Board of Directors of the Company for the aforesaid financial year, plus service tax and out-of-pocket expenses in performance of their duties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

By order of the Board of Directors
SD/-

PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY
Membership No.: ACS 5941

MUMBAI : 11th May, 2016
Regd. Office : Plot No. 69-A, GIDC Industrial Estate,
Vapi-396 195, Dist. Valsad, (Gujarat).
CIN : L24110GJ1969PLC001590

NOTES:

A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting. Members are requested to note that 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. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Rajneesh Anand (DIN 00134856) Director, retire by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company has recommended his re-appointment.

Brief resume of Director seeking re- appointment at the 46th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015.

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 39 years of industrial experience in the areas of production, Planning, Project implementation, Engineering, Finance, Administration etc.
Qualifications	B.E.(Mech), MIE, DMS
shareholding of non-executive director	5600 Equity Shares
Relationship with other Directors	Not related to any Director

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Company has notified closure of Register of Members and Share Transfer Books from 8th September, 2016 to 14th September, 2016 (both days inclusive).
10. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Link inTime. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Instructions for shareholders voting electronically are as under:
 - (i) Pursuant to the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations,

2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- (ii) The Board of Directors of the Company has appointed Mr. Shirish Shetye, a Practicing Company Secretary, Mumbai as a Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (iii) The voting period begins on Saturday, 10th September, 2016 (at 9.00 am) and ends on Tuesday, 13th September, 2016 (till 5.00 pm). 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), i.e. 7th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 to 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d) 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.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 the applicable provisions of the Companies Act, 2013 & Listing Regulations, 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. At the end of the discussion on the resolutions on which voting is to be held, the members who are present at the meeting but have not cast their votes by availing the e-voting facility will be allowed voting with the assistance of Scrutinizer by way of ballot /polling paper.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company

www.themismedicare.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

By order of the Board of Directors
SD/-
PRAKASH D. NARINGREKAR
 CFO & COMPANY SECRETARY
 Membership No.: ACS 5941

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

Following are the material facts relating to Item no. 4 of the accompanying Notice.

At the 41st Annual General Meeting of the Company held on 30th July 2011, consent of the members was accorded for appointment of Mrs. Jayshree D. Patel 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) for a period of five years w. e. f. 4th May, 2011.

The Nomination and Remuneration Committee as well as Board at their meeting held on 11th May, 2016 considered and approved her re-appointment as a Consultant on revised remuneration, considering her vast experience of more than 33 years in the field of finance, administration & distribution. Mrs. Jayshree D. 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 capacity as a Consultant will be of immense benefit to the Company. Further, the fees payable to her as a consultant will be inline with the industry norms as per the opinion of the Board.

As per Section 188 of the Companies Act 2013, consent of the members is required to be obtained for holding office or place of profit by a relative of Director of the Company.

On 30th March, 2016 Mrs. Jayshree D. Patel was re-appointed as an Alternate Director to Dr. Laszlo Kovacs. Being relative of Dr. Dinesh S. Patel – Managing Director & CEO and Dr. Sachin D. Patel – Dy. Managing Director as well as Mrs. Reena S. Patel, Alternate Director to Mr. Lajos Kovacs, they are to be treated as concerned or interested in the aforesaid matter.

The members are recommended to pass the above resolution.

Item No. 5:

Following are the material facts relating to Item no. 5 of the accompanying Notice.

Mrs. Reena S. Patel is associated with the Company for almost 15 years and she has been 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 Nomination and Remuneration Committee as well as Board at their meeting held on 11th May, 2016 considered and approved her re-appointment as Vice President – System & Administration, of Themis Medicare Limited on revised remuneration, considering her vast experience of more than 15 years in the field of Information Technology, Human Resource Management and administration activities.

On 30th March, 2016 Mrs. Reena S. Patel was appointed as Alternate Director to Mr. Lajos Kovacs. Being relative of Dr. Dinesh S. Patel – Managing Director & CEO and Dr. Sachin D. Patel – Dy. Managing Director as well as Mrs. Jayshree D. Patel, Alternate Director to Dr. Laszlo Kovacs, they are to be treated as concerned or interested in the aforesaid matter.

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 of Rs. 1,88,000/- per month.
2. She will be entitled to House Rent Allowance of Rs. 57,000/- per month.

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.

The members are recommended to pass the above resolution.

Item No. 6:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at its meeting held on 11th May, 2016, the Board has, considered and approved the appointment of M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai as the cost auditor for the financial year 2016-17 at a remuneration of Rs. 2,57,000/- per annum plus applicable service tax and reimbursement of out of pocket expenses, if any, in connection with the Cost Audit.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The members are recommended to pass the above resolution.

By order of the Board of Directors
SD/-

PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY
Membership No.: ACS 5941

MUMBAI : 11th May, 2016
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