



24th June, 2016

TML: CS: 2016-17:

The General Manager
Dept. of Corporate Services
Bombay Stock Exchange Ltd.
Rotunda Building, 1st Floor,
Mumbai Samachar Marg,
Mumbai- 400 001

The Vice President
Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra - Kurla
Complex, Bandra - East,
Mumbai- 400 051

Dear Sir/Madam,

Subject: Submission of Form A along with Auditors Report on the Audited Financial Results - Standalone and Consolidated

Ref: 1. BSE Scrip Code: 530199
2. NSE Scrip Code: THEMISMED

The Board of Directors of the Company at its meeting held on Wednesday 11th May, 2016 approved the Audited Financial Results (Standalone and Consolidated) for the quarter/ year ended 31st March, 2016.

Pursuant to regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the following:

- i. Form A (for Audit Report with unmodified opinion) – Standalone and Consolidated; and
- ii. Auditors Report on the Audited Financial Results - Standalone and Consolidated.

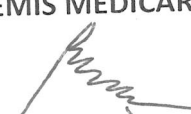
Please note that the Company has already submitted, approved Audited Financial Results (Standalone and Consolidated) for the quarter/ year ended 31st March, 2016 on 11th May, 2016 to the Stock Exchanges as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 .

Kindly consider this as compliances under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge.

Thanking you,
Yours faithfully,

For **THEMIS MEDICARE LIMITED**


PRAKASH D. NARINGREKAR

CFO & COMPANY SECRETARY



Themis Medicare Limited

Corporate Office : 11/12, Udyog Nagar, S. V. Road, Goregaon (West), Mumbai - 400 104. India
Tel. : 91-22-6760 7080 • Fax : 91-22-6760 7070 / 2874 6621

Regd. Office : Plot No. 69-A, G.I.D.C. Industrial Estate, Vapi - 396 195, Gujarat.

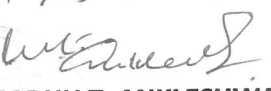
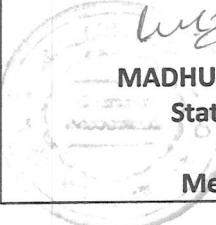
CIN No.: L24110GJ1969PLC001590 • Tel / Fax No.: Regd. Off. : 0260 2431447 / 2430219

• E-mail : themis@themismedicare.com • Website : www.themismedicare.com

FORM A

(for audit report with unmodified opinion)

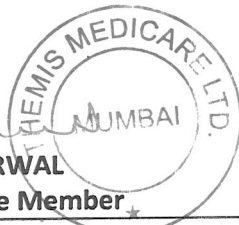
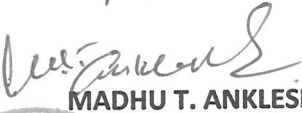
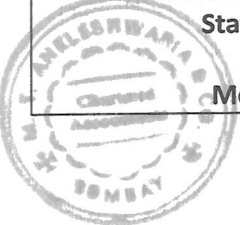
(Pursuant to provisions of Regulation 33 of SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015)

1	Name of Company	THEMIS MEDICARE LIMITED
2	Annual financial statements for the year ended	31 st March, 2016 - Standalone
3	Type of Audit observation	Unmodified Opinion
4	Frequency of qualification	Not Applicable
For THEMIS MEDICARE LIMITED   Dr. Sachin D. Patel Deputy Managing Director		For THEMIS MEDICARE LIMITED   VIJAY AGARWAL Audit Committee Member
For M. T. ANKLESHWARIA & CO. Chartered Accountants <i>Firm Reg. No. 100501W</i>   MADHU T. ANKLESHWARIA Statutory Auditors Proprietor Membership No. 30128		For THEMIS MEDICARE LIMITED   PRAKASH D. NARINGREKAR Chief Financial Officer & Company Secretary

FORM A

(for audit report with unmodified opinion)

(Pursuant to provisions of Regulation 33 of SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015)

1	Name of Company	THEMIS MEDICARE LIMITED
2	Annual financial statements for the year ended	31 st March, 2016 - Consolidated
3	Type of Audit observation	Unmodified Opinion
4	Frequency of qualification	Not Applicable
For THEMIS MEDICARE LIMITED   Dr. Sachin D. Patel ★ Deputy Managing Director		For THEMIS MEDICARE LIMITED   VIJAY AGARWAL ★ Audit Committee Member
For M. T. ANKLESHWARIA & CO. Chartered Accountants <i>Firm No. 100501W</i>   MADHU T. ANKLESHWARIA Statutory Auditors Proprietor Membership No. 30128		For THEMIS MEDICARE LIMITED   PRAKASH D. NARINGREKAR ★ Chief Financial Officer & Company Secretary

Independent Auditor's Report
To the Members of
Themis Medicare Limited

Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of ***Themis Medicare Limited ("the Company")*** which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute Of Chartered Accountants Of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone financial statements that give a true and fair view in order to



design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

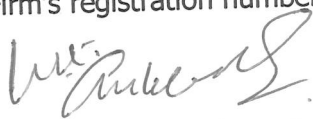


- e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer Note 4 (i) to the Standalone financial statements;
 - ii. The Company did not have any derivative contracts. In respect of long term contracts Company did not have any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2016.

For M. T. Ankleshwaria & Co.

Chartered Accountants

Firm's registration number: 100501W



Madhu T Ankleshwaria

Proprietor

Membership number: 30128

Place: Mumbai

Date: 11.05.2016



M.T. ANKLESHWARIA & CO.

CHARTERED ACCOUNTANTS
MADHU T. ANKLESHWARIA
B.COM. (HONS) F.C.A.

PH. NO. 26149392
7, GOKUL NIVAS,
47, BAJAJ ROAD,
VILE PARLE (WEST)
MUMBAI – 400 056.

Independent Auditors' Report

TO THE MEMBERS OF THEMIS MEDICARE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Themis Medicare Limited (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records. (hereinafter referred to as "the consolidated financial statements")

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the Companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.



Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports wherever available, referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / financial information of Two subsidiaries and One jointly controlled entities, whose financial statements / financial information reflect total assets of Rs.6136.11 lacs as at 31st March, 2016, total revenues of Rs.2990.48 lacs, net profit of Rs.320 lacs and net cash flows amounting to Rs.383.03 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the



Group's share of net profit of Rs.105.80 lacs for the year ended 31st March, 2016 as considered in the consolidated financial statements, in respect of Two associate Companies, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited except for one associate company and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information and on the report from other auditors for one associate company.

Our opinion on the consolidated financial statements, and our report on Other legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors wherever available and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.
- e) On the basis of the written representation received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and as certified by the management of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group Companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies, associate companies and jointly controlled companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :
- The consolidated financial statements disclose the impact, if any, of pending litigations as at 31-03-2016 on the consolidated financial position of the Group , its associates and jointly controlled entities.
 - The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India during the year ended 31-03-2016.

**For M.T.ANKLESHWARIA & CO.,
CHARTERED ACCOUNTANTS,
FIRM REGISTRATION NO: 100501W**



**MAHDU T. ANKLESHWARIA,
PROPRIETOR.**
Membership No. 30128.

Place: Mumbai
Date: 11 /05 /2016