THEMIS
MEDICARE

TML: CS: 2016-17:

14th February, 2017

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,

Sub: Outcome of the Board Meeting

Meeting Commencement time : 12:00 Noon
Meeting Conclusion Time : 2:00 P.M

The Board of Directors at its meeting held today, perused and approved the following matters:

1. Approved the Unaudited Consolidated and Standalone Financial Results of the Company for the Quarter and Nine Months ended on 31st December, 2016.
2. Appointed Dr. Sachin D. Patel (DIN: 00033353) as Managing Director & CEO of the Company w.e.f. 14th February, 2017 at revised remuneration subject to approval by members in the ensuing AGM.
3. Dr. Dinesh S. Patel (DIN: 00033273) re-designated as Executive Vice-Chairman of the Company w.e.f. 14th February, 2017 at revised remuneration subject to approval by members in the ensuing AGM.
4. Accepted resignation of Dr. Laszlo Kovacs (DIN: 00228328) from the directorship of the Company.
5. Accepted resignation of Mrs. Jayshree D. Patel (DIN: 00033316) as an Alternate Director to Dr. Laszlo Kovacs (DIN: 00228328).
6. Appointed Dr. Gabor M. Gulasci (DIN: 06975242) as an Additional Director on the Board of the Company w.e.f. 14th February, 2017.
7. Appointed Mrs. Jayshree D. Patel (DIN: 00033316) as an Alternate Director to Dr. Gabor M. Gulasci (DIN: 06975242) w.e.f. 14th February, 2017.
8. Allotment of 5583 Equity shares to eligible employees' pursuant exercise of ESOP options under Themis ESOS Scheme 2012.
9. Approved Revised CSR Policy.

A copy of Unaudited Consolidated and Standalone Financial Results of the Company for the Quarter and Nine Months ended on 31st December, 2016 together with Limited Review Report is enclosed for your perusal.

This may be taken as compliance under the Listing Regulations.

Kindly acknowledge.

THEMIS MEDICARE LTD. MUMBAI

Thanking you,
Yours faithfully,

For **THEMIS MEDICARE LIMITED**

PRAKASH D. NARINGREKAR
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

M. T. ANKLESHWARIA & CO.
CHARTERED ACCOUNTANTS
MADHU T. ANKLESHWARIA
B.COM. (HONS) F.C.A.
mtankleshwaria@yahoo.com

TEL: 2614 9392
7 GOKUL NIWAS,
7, BAJAJ ROAD,
VILE PARLE (WEST),
MUMBAI - 400 056

The Board of Directors
Themis Medicare Limited
Mumbai

Dear Sirs,

Re: LIMITED REVIEW REPORT ON THE QUARTERLY STANDALONE FINANCIAL RESULTS OF THEMIS MEDICARE LTD PURSUANT TO REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We have reviewed the accompanying statement of unaudited Standalone financial results of Themis Medicare Limited, for the quarter/nine months ended on 31st December, 2016 except for the disclosures regarding public shareholding and Promoter and Promoter Group Shareholding which have been traced from disclosures made by the management but have neither been reviewed nor been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at the meeting held on 14.02.2017. Management is responsible for the preparation and fair presentation of this interim financial information in accordance with Indian Generally Accepted Accounting Principles. Our responsibility is to issue a conclusion on these interim financial statements based on our review.

We conducted our review in accordance with Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33

of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **M.T. ANKLESHWARIA & CO,**
CHARTERED ACCOUNTANTS
Registration No. 100501W

MADHU T. ANKLESHWARIA
PROPRIETOR
Membership No. 30128

Place: Mumbai
Date: 14.02.2017

THEMIS MEDICARE LTD

CIN NO : L24110GJ1969PLC001590

Regd. Off. Plot No. 69A, GIDC Indl. Estate, Vapi - 396195, Dist Valsad, Gujarat. (T) 0260-2431447 / 0260-2430219.

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

Email ID : themis@themismedicare.com. Website Address : www.themismedicare.com.

PART I (₹ in Lakhs)

Statement of Unaudited Financial Results for the quarter ended 31st December 2016.

		STANDALONE					
	Particulars	3 months ended	Preceeding 3 months ended	Corresponding 3 months ended	Year to date figures for the current period ended	Year to date figures for the previous period ended	Previous year ended
		31/12/2016	30/09/2016	31/12/2015	31/12/2016	31/12/2015	31/03/2016
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income from operations						
	(a) Net sales/income from operations (Net of excise duty)	5,408.05	5,605.79	5,016.22	16,599.20	15,694.70	20,116.53
	(b) Other operating income	36.37	37.29	30.84	167.89	149.20	172.73
	Total income from operations (net)	5,444.42	5,643.08	5,047.06	16,767.09	15,843.90	20,289.26
2	Expenses						
	(a) Cost of materials consumed	1,441.54	1,551.94	1,519.07	4,362.10	4,882.74	6,278.36
	(b) Purchases of stock-in-trade	517.16	589.17	432.42	1,536.39	1,033.32	1,375.82
	(c) Changes in inventories of finished goods,						
	work-in-progress and stock-in-trade	106.61	(255.23)	(201.68)	114.12	260.75	171.10
	(d) Employee benefits expense	976.71	986.73	840.61	2,981.67	2,483.16	3,191.22
	(e) Depreciation and amortisation expense	170.68	171.35	188.69	509.54	560.50	747.03
	(f) Other expenses(Any item exceeding 10% of the total	1,770.20	1,673.55	1,619.37	5,243.08	4,674.40	6,130.44
	expenses relating to continuing operations to be shown separately)						
	Total expenses	4,982.90	4,717.51	4,398.48	14,746.90	13,894.87	17,893.97
3	Profit / (Loss) from operations before other						
	income, finance costs and exceptional items (1-2)	461.52	925.57	648.58	2,020.19	1,949.03	2,395.29
4	Other income	18.77	44.54	47.15	247.90	222.39	273.62
5	Profit / (Loss) from ordinary activities before						
	finance costs and exceptional items (3 + 4)	480.29	970.11	695.73	2,268.09	2,171.42	2,668.91
6	Finance costs	260.69	276.23	294.68	818.30	903.53	1,216.41
7	Profit / (Loss) from ordinary activities after						
	finance costs but before exceptional items (5 + 6)	219.60	693.88	401.05	1,449.79	1,267.89	1,452.50
8	Exceptional items	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	219.60	693.88	401.05	1,449.79	1,267.89	1,452.50
10	Tax expense	(13.50)	(13.50)	-	(40.49)	-	(53.99)
11	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	233.10	707.38	401.05	1,490.28	1,267.89	1,506.49
12	Extraordinary items (net of tax expense Rs. NIL)	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 + 12)	233.10	707.38	401.05	1,490.28	1,267.89	1,506.49
14	Share of profit / (loss) of associates	-	-	-	-	-	-
15	Minority interest	-	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit						
	/(loss) of associates (13+14 +15).	233.10	707.38	401.05	1,490.28	1,267.89	1,506.49
17	Paid-up equity share capital- Face Value Rs. 10/- each	903.13	903.03	850.53	903.13	850.53	851.50
18	Reserve excluding Revaluation Reserves as per balance sheet of						5,579.21
	previous accounting year						
19	Earnings per share (before extraordinary items)						
	(a) Basic	2.58	7.83	4.72	16.50	14.91	17.69
	(b) Diluted	2.51	7.63	4.67	16.07	14.77	17.55
19ii	Earnings per share (after extraordinary items)						
	(a) Basic	2.58	7.83	4.72	16.50	14.91	17.69
	(b) Diluted	2.51	7.63	4.67	16.07	14.77	17.55

PART II

Information for the quarter ended 31/12/2016

	Particulars	3 months ended	Preceeding 3 months ended	Corresponding 3 months ended	Year to date figures for the current period ended	Year to date figures for the previous period ended	Previous year ended
		31/12/2016	30/09/2016	31/12/2015	31/12/2016	31/12/2015	31/03/2016
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
A	PARTICULARS OF SHAREHOLDING						
1	Public shareholding						
	- Number of shares	2976005	2975005	2450005	2976005	2450005	2459705
	- Percentage of shareholding	32.95	32.94	28.81	32.95	28.81	28.89
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of shares	NIL	NIL	NIL	NIL	NIL	NIL
	- Percentage of shares (as a % of the total						
	shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL	NIL
	- Percentage of shares (as a % of the total						
	share capital of the company)	NIL	NIL	NIL	NIL	NIL	NIL
	b) Non - encumbered						
	- Number of shares	6055295	6055295	6055295	6055295	6055295	6055295
	- Percentage of shares (as a % of the total						
	shareholding of the Promoter and						
	Promoter group)	100	100	100	100	100	100
	- Percentage of shares (as a % of the total						
	share capital of the company)	67.05	67.06	71.19	67.05	71.19	71.11

	Particulars	3 months ended (31/12/2016)
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	-
	Received during the quarter	-
	Disposed of during the quarter	-
	Remaining unresolved at the end of the quarter	-

NOTES :

1) The Company has only one segment namely pharmaceuticals, hence no separate segmentwise disclosure has been made.

2) During the year under review paid up capital of the Company increased from Rs. 851.50 lacs to Rs. 903.13 lacs in view of allotment of 16300 equity shares on exercise of ESOP by some of the eligible employees and allotment of 500000 equity shares on preferential basis to non-ptomoters.

3) In terms of SEBI (ICDR) Regulations, 2009 the Board at its meeting held on 17th June, 2016 allotted 500000 Equity Shares on Preferential Basis to Non Promoters and 125000 Convertible Warrants to some of the Promoters of the Company. The proceeds received amounted to Rs. 2656.25 lacs. In terms of the Regularion 32 of the SEBI (LODR) Regulations, 2015 we state that there was no deviation of proceeds utilised for the period ended December, 2016 from the purposes mentioned in Private Placement Offer Letter.

4) The above results were reviewed by the Audit Committee and aproved by the Board of Directors at its meeting held on 14.02.2017.

For M. T. Ankleshwaria & Co.
Chartered Accountants

M. T. ANKLESHWARIA & CO. M. No. 30128 MUMBAI. CHARTERED ACCOUNTANTS

Madhu T. Ankleshwaria
Proprietor

By Order of the Board
For THEMIS MEDICARE LTD

THEMIS MEDICARE LTD. MUMBAI

Dr. DINESH PATEL
(Managing Director & CEO)

Place : Mumbai
Date : 14 / 02 / 2017

M. T. ANKLESHWARIA & CO.
CHARTERED ACCOUNTANTS
MADHU T. ANKLESHWARIA
B.COM. (HONS) F.C.A.
mtankleshwaria@yahoo.com

TEL: 2614 9392
7 GOKUL NIWAS,
7, BAJAJ ROAD,
VILE PARLE (WEST),
MUMBAI - 400 056

The Board of Directors
Themis Medicare Limited
Mumbai.

Dear Sirs,

Re: LIMITED REVIEW REPORT ON THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF THEMIS MEDICARE LTD PURSUANT TO REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

We have reviewed the accompanying "Statement of Unaudited Consolidated Financial Results" of Themis Medicare Limited ("the Holding Company"), its subsidiaries, joint venture and associates, for the quarter/nine months ended on 31st December, 2016 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 except for the disclosures regarding public shareholding and Promoter and Promoter Group Shareholding which have been traced from disclosures made by the management but have neither been reviewed nor been audited by us.

This Statement is the responsibility of the Company's management and has been approved by the Board of Directors at the meeting held on 14.02.2017. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We did not review revenues for the quarter/nine months ended on 31st December, 2016 and assets as at quarter/nine months ended on 31st December, 2016, relating to two subsidiary Companies, and also about Company's share of net profit in respect of one Joint Venture and two Associates for the quarter/nine months ended on 31st December, 2016, as considered in the Unaudited Consolidated Financial Results, which have not been reviewed, whose unaudited financial results and other unaudited financial Information have been furnished to us by the Management. Our conclusion on the unaudited quarterly financial results, in so far as it relates to amounts and disclosures included in respect of these entities, is based solely on such unaudited financial results and other unaudited financial information.

We have not audited or reviewed the accompanying consolidated financial results and other financial information as of and for quarter/nine months ended on 31st December, 2016 which have been presented solely based on the information compiled by the Management.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **M.T. ANKLESHWARIA & CO,**
CHARTERED ACCOUNTANTS
Registration No. 100501W

MADHU T. ANKLESHWARIA
PROPRIETOR
Membership No. 30128

Place: Mumbai
Date: 14.02.2017

THEMIS MEDICARE LTD

CIN NO : L24110GJ1969PLC001590

Regd. Off. Plot No. 69A, GIDC Indl. Estate, Vapi - 396195, Dist Valsad, Gujarat. (T) 0260-2431447 / 0260-2430219.

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

Email ID : themis@themismedicare.com. Website Address : www.themismedicare.com.

PART I (₹ in Lakhs)

Statement of Unaudited Financial Results for the quarter ended 31st December 2016.

		CONSOLIDATED					
	Particulars	3 months ended	Preceeding 3 months ended	Corresponding 3 months ended	Year to date figures for the current period ended	Year to date figures for the previous period ended	Previous year ended
		31/12/2016	30/09/2016	31/12/2015	31/12/2016	31/12/2015	(31/03/2016)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income from operations						
	(a) Net sales/income from operations (Net of excise duty)	6,211.15	5,989.42	5,522.03	18,813.68	17,687.43	23,032.24
	(b) Other operating income	51.93	40.14	39.65	191.09	212.27	247.50
	Total income from operations (net)	6,263.08	6,029.56	5,561.68	19,004.77	17,899.70	23,279.74
2	Expenses						
	(a) Cost of materials consumed	1,726.90	1,717.67	1,719.78	5,161.03	5,552.89	7,093.21
	(b) Purchases of stock-in-trade	517.16	589.17	432.42	1,536.39	1,033.32	1,375.82
	(c) Changes in inventories of finished goods,						
	work-in-progress and stock-in-trade	173.90	(397.46)	(253.55)	146.22	233.98	266.16
	(d) Employee benefits expense	1,069.73	1,110.88	948.93	3,310.94	2,811.52	3,633.84
	(e) Depreciation and amortisation expense	183.00	240.15	259.83	663.55	778.86	1,112.30
	(f) Other expenses(Any item exceeding 10% of the total	2,066.72	1,789.94	1,788.24	5,885.66	5,210.17	6,938.07
	expenses relating to continuing operations to be shown separately)						
	Total expenses	5,737.41	5,050.35	4,895.65	16,703.79	15,620.74	20,419.40
3	Profit / (Loss) from operations before other						
	income, finance costs and exceptional items (1-2)	525.67	979.21	666.03	2,300.98	2,278.96	2,860.34
4	Other income	18.77	76.88	66.31	287.49	270.79	317.97
5	Profit / (Loss) from ordinary activities before						
	finance costs and exceptional items (3 + 4)	544.44	1,056.09	732.34	2,588.47	2,549.75	3,178.31
6	Finance costs	265.88	280.74	296.98	832.05	909.19	1,226.00
7	Profit / (Loss) from ordinary activities after						
	finance costs but before exceptional items (5 + 6)	278.56	775.35	435.36	1,756.42	1,640.56	1,952.31
8	Exceptional items	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	278.56	775.35	435.36	1,756.42	1,640.56	1,952.31
10	Tax expense	(36.13)	84.24	11.03	34.61	119.78	125.82
11	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	314.69	691.11	424.33	1,721.81	1,520.78	1,826.49
12	Extraordinary items (net of tax expense Rs. NIL)	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 + 12)	314.69	691.11	424.33	1,721.81	1,520.78	1,826.49
14	Share of profit / (loss) of associates	41.74	7.38	52.53	67.35	90.27	105.80
15	Minority interest	-	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit						
	/(loss) of associates (13+14 +15).	356.43	698.49	476.86	1,789.16	1,611.05	1,932.29
17	Paid-up equity share capital- Face Value Rs. 10/- each	903.13	903.03	850.53	903.13	850.53	851.50
18	Reserve excluding Revaluation Reserves as per balance sheet of						6,551.18
	previous accounting year						
19	Earnings per share (before extraordinary items)						
	(a) Basic	3.95	7.74	5.61	19.81	18.94	22.69
	(b) Diluted	3.84	7.53	5.56	19.29	18.77	22.51
19ii	Earnings per share (after extraordinary items)						
	(a) Basic	3.95	7.74	5.61	19.81	18.94	22.69
	(b) Diluted	3.84	7.53	5.56	19.29	18.77	22.51

PART II

Information for the quarter ended 31/12/2016

	Particulars	3 months ended	Preceeding 3 months ended	Corresponding 3 months ended	Year to date figures for the current period ended	Year to date figures for the previous period ended	Previous year ended
		31/12/2016	30/09/2016	31/12/2015	31/12/2016	31/12/2015	(31/03/2016)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
A	PARTICULARS OF SHAREHOLDING						
1	Public shareholding						
	- Number of shares	2976005	2975005	2450005	2976005	2450005	2459705
	- Percentage of shareholding	32.95	32.94	28.81	32.95	28.81	28.89
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of shares	NIL	NIL	NIL	NIL	NIL	NIL
	- Percentage of shares (as a % of the total						
	shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL	NIL
	- Percentage of shares (as a % of the total						
	share capital of the company)	NIL	NIL	NIL	NIL	NIL	NIL
	b) Non - encumbered						
	- Number of shares	6055295	6055295	6055295	6055295	6055295	6055295
	- Percentage of shares (as a % of the total						
	shareholding of the Promoter and						
	Promoter group)	100	100	100	100	100	100
	- Percentage of shares (as a % of the total						
	share capital of the company)	67.05	67.06	71.19	67.05	71.19	71.11

	Particulars	3 months ended (31/12/2016)
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	-
	Received during the quarter	-
	Disposed of during the quarter	-
	Remaining unresolved at the end of the quarter	-

NOTES :

1) The Company has only one segment namely pharmaceuticals, hence no separate segmentwise disclosure has been made.

2) During the year under review paid up capital of the Company increased from Rs. 851.50 lacs to Rs. 903.13 lacs in view of allotment of 16300 equity shares on exercise of ESOP by some of the eligible employees and allotment of 500000 equity shares on preferential basis to non-ptomoters.

3) In terms of SEBI (ICDR) Regulations, 2009 the Board at its meeting held on 17th June, 2016 allotted 500000 Equity Shares on Preferential Basis to Non Promoters and 125000 Convertible Warrants to some of the Promoters of the Company. The proceeds received amounted to Rs. 2656.25 lacs. In terms of the Regularion 32 of the SEBI (LODR) Regulations, 2015 we state that there was no deviation of proceeds utilised for the period ended December, 2016 from the purposes mentioned in Private Placement Offer Letter.

4) The above results were reviewed by the Audit Committee and aproved by the Board of Directors at its meeting held on 14.02.2017.

For M. T. Ankleshwaria & Co.
Chartered Accountants

Madhu T. Ankleshwaria
Proprietor

By Order of the Board
For THEMIS MEDICARE LTD

Dr. DINESH PATEL
(Managing Director & CEO)

Place : Mumbai
Date : 14 / 02 / 2017