THEMIS
MEDICARE

TML: CS: 2016-17

17th May, 2016

To
The Listing Department
BSE Limited
P. J. Towers, Dalal Street
Mumbai-400001

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra East, Mumbai-400051

Dear Sir/Madam,

SUB: Extra-Ordinary General Meeting ("EGM") of the member of Themis Medicare Limited

This is to inform you that an Extra-Ordinary General Meeting ("EGM") of the member of Themis Medicare Limited will be held on Friday, 10th June, 2016 at 10:30 AM at the Registered Office of the Company situated at Plot No 69-A, GIDC Ind Estate, Dist- Valsad, Vapi Gujarat 396195.

Copy of the said EGM notice dated 14th May, 2016 is attached herewith for your reference and record.

Thanking you,

Yours faithfully,

For THEMIS MEDICARE LTD

THEMIS MEDICARE MUMBAI

PRAKASH D. NARINGREKAR
CFO & COMPANY SECRETARY

THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

Registered Office: Plot No 69-A, GIDC Ind Estate, Dist- Valsad Vapi Gujarat 396195
Phone/Fax : 0260-2431447/2430219
E-mail : themis@themismedicare.com, Website : www.themismedicare.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Themis Medicare Limited will be held on Friday, June 10th, 2016 at 10:30 AM at the Registered Office of the Company situated at Plot No 69-A, GIDC Ind Estate, Dist- Valsad Vapi Gujarat 396195 to transact the following businesses:

SPECIAL BUSINESS
Item No. 1

1. To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of shares) Rules, 2014 and relevant provisions of the Memorandum and Articles of Association of the Company and relevant applicable provisions of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto and the SEBI (LODR), Regulations, 2015 and in accordance with listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the applicable provisions of Securities and Exchange Board of India (hereinafter referred to as "SEBI"), Reserve Bank of India (hereinafter referred to as "RBI"), and subject to the Company obtaining all approvals, consents, permissions and sanctions as may be required from any and / or all governmental or regulatory authorities and / or all other institutions and bodies including Banks provided that such sanctions are acceptable to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any Committee of Directors constituted by the Board and authorized for this purpose), the consent and the approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto maximum 5,00,000 Equity Shares having face value of Rs 10/- each, on preferential basis, to Non promoters at a price of Rs. 500/- per share including premium of Rs 490/- each, or price not less than price to be calculated in accordance with the Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") on following terms and conditions as the Board may deem fit."

"RESOLVED FURTHER THAT the "Relevant Date" in relation to issue of Equity Shares pursuant to this resolution in accordance with the SEBI (ICDR) Regulations be 11th May, 2016 being the date 30 days prior to the date of the passing of this resolution in Extra Ordinary General Meeting i.e. on 10th June, 2016 or

such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT the issue of equity shares as mentioned above shall be subject to the following terms and conditions :

a) The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

b) the equity shares to be allotted to the proposed allottees pursuant to the aforesaid preferential allotment shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs 10/ - each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

c) The Securities shall remain locked-in from such date and for such periods as specified under the ICDR Regulations.

d) The Securities so offered and allotted to the Investor shall be in dematerialised form.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional Advisors / Consultants/ Lawyers."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the abovementioned Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Agreement and other applicable Guidelines, Rules and Regulations."

"RESOLVED FURTHER THAT pursuant to Section 52 of the Companies Act, 2013, the premium (Rs. 490/- per Equity share) to be received on the issue and allotment of upto maximum 5,00,000 (Five Lac Only) Equity Shares of the Company as aforesaid be transferred to the "Securities Premium Account" of the Company." RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, for such purpose, including without limitation to enter into arrangements/ agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue as the Board, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection."

SPECIAL BUSINESS

Item No. 2

1. To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of shares) Rules, 2014 and relevant provisions of the Memorandum and Articles of Association of the Company and relevant applicable provisions of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto and the SEBI (LODR), Regulations, 2015 and in accordance with listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the applicable provisions of Securities and Exchange Board of India (hereinafter referred to as "SEBI"), Reserve Bank of India (hereinafter referred to as "RBI"), and subject to the Company obtaining all approvals, consents, permissions and sanctions as may be required from any and / or all governmental or regulatory authorities and / or all other institutions and bodies including Banks provided that such sanctions are acceptable to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any Committee of Directors constituted by the Board and authorized for this purpose), the consent and the approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto maximum of 1,25,000 Warrants convertible into equal number of equity shares of Rs 10 /- each to the Indian Promoters, carrying a right to equal number of Equity Shares in the Company on conversion within a period of eighteen months from the date of allotment (herein after referred as Warrants), at a price of Rs. 500/- per Warrant/Equity share including premium of Rs 490/- Warrant/Equity share each, or price not less than price to be calculated in accordance with the Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **("SEBI ICDR Regulations")** on following terms and conditions as the Board may deem fit.

"RESOLVED FURTHER THAT the **"Relevant Date"** in relation to issue of Warrant pursuant to this resolution in accordance with the SEBI (ICDR) Regulations be **11th May, 2016** being the date 30 days prior to the date of the passing of this resolution in Extra Ordinary General Meeting i.e. on 10th June, 2016 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the issue of warrants as mentioned above shall be subject to the following terms and conditions :

a) The warrants to be issued shall be subject to Memorandum and Articles of Association of the Company;

b) The Warrant to be issued shall rank pari passu in all respects with the existing equity shares of the company including right to dividend, upon its conversion; and

c) An amount equivalent to atleast twenty five percent of the price to be calculated as above, shall become payable for the warrants on or before the date of the allotment of warrants and balance amount shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire Equity Shares is not exercised within period of 18 months from the date of issue of warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional Advisors/ Consultants/ Lawyers.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares on conversion of abovementioned Warrants on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Agreement/ the SEBI (LODR) Regulations, 2015 and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT pursuant to Section 52 of the Companies Act, 2013, the premium of Rs. 490/- per equity share on conversion of warrant to be received on the issue and allotment of upto maximum 1,25,000 (One Lac Twenty Five Thousand Only) Equity Shares of the Company as aforesaid be transferred to the "Securities Premium Account" of the Company.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares/ warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, for such purpose, including without limitation to enter into arrangements/ agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue as the Board, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection.''

By Order of the Board
For THEMIS MEDICARE LIMITED

Prakash D. Naringrekar
CFO &Company Secretary

Date : 14th May, 2016

Place: Mumbai

NOTES :—

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the business under item No. 1 & 2 are annexed hereto.

2. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during working day in office hours from 10 A.M. upto 1.00 P.M.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE EFFECTIVE, THE INSTRUMENT MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board resolution, authorizing their representative to attend and vote on their behalf at the Meeting.

5. Members are requested to bring their ID cards and attendance slip along with their copy of the Notice of the Meeting.

6. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on 6th May, 2016. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date.

7. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business proposed for the Extra Ordinary General Meeting, may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its members.

8. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

9. It may be noted that this remote e-voting facility is optional. The remote e-voting facility will be available at the link https://www.evotingindia.co.in during the following voting period.

Commencement of remote e-voting: From 9.00 a.m. of Tuesday 7th June, 2016 End of remote e-voting Upto at 5.00 p.m. of Thursday 9th June, 2016

10. Remote e-voting shall not be allowed beyond 5.00 p.m. of Thursday 9th June, 2016. During the remote e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date may cast their vote electronically. The cut off date for the limited purpose of remote e-voting is Saturday 4th June, 2016.
11. The login ID and password for remote e-voting along with process, manner and instructions for remote e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.
12. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with process, manner and instructions by e-mail.
13. The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014, appointed CS Shirish Shetye, Company Secretary in practice, as Scrutinizer (as consented by him to be appointed as scrutinizer) for conducting the electronic Process in a fair and transparent manner.
14. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
15. Non-resident Indian Members are requested to inform Company's Share Registrar – Link Intime (I) Private Limited immediately for the change in the residential status on return to India for permanent settlement;
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's Registrar.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the communication from the Company electronically.
18. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting, to enable the management to keep the required information available at the meeting.
19. Voting through electronic means : Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for the resolutions proposed at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail of the facility at his/her/it's discretion, subject to compliance with the instructions prescribed below:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on <Tuesday 7th June, 2016 at 9.00 AM> and ends on <Thursday 9th June, 2016 at 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) of < Saturday 4thJune, 2016.>, may cast

their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip / Address Sticker. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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. • 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 <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

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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.

(xix) 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

OTHER INSTRUCTIONS:

(a) In case of any queries regarding remote e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.

(b) If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

20. The shareholders can opt for only one mode of voting, i.e. either physically by attending EGM or remote e-voting. If any shareholders opt for remote e-voting, he/she will not be eligible to vote physically in EGM.

21. The scrutinizer shall within a period of not exceeding three days from the conclusion of the EGM unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

22. The results of the remote e-voting along with the scrutinizer's report shall be communicated to the stock exchanges where the shares of the Company are listed.

By Order of the Board
For THEMIS MEDICARE LIMITED

Prakash D. Naringrekar
CFO &Company Secretary

Date : 14th May, 2016

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

In order to meet the requirements of the funds as per the objects detailed below, it is proposed to offer, issue and allot upto maximum 5,00,000 Equity Shares having face value of Rs 10/- each, on preferential basis, to Non promoters and upto maximum 1,25,000 Warrants at a price of Rs. 500/- each, (herein after referred as Warrants), convertible in equal number of equity shares of Rs. 10/- each including premium of Rs 490/- each, or price not less than price to be calculated in accordance with Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to promoters, on Preferential basis.

Disclosure in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 :

a) The Objects of the Issue:

The objects of the proposed allotment are:

1) To fund the research and development in respect of finished dosage Formulations in different forms to be marketed in India as well as in Overseas countries as per the marketing plan to be decided by the Company as per best suitable circumstances.

2) To meet long term working capital requirements of the Company,

3) To meet certain capital expenditure, and

4) For general corporate purposes

5) To repay secured and unsecured loans

b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer :

Proposed non promoter allottees have indicated their intention to subscribe the proposed Preferential Issue upto maximum 5,00,000 Equity Shares of the Company.
The promoters of the Company named herein who have consented to subscribe to the proposed issue of warrants upto maximum of 1,25,000 warrants.
The promotors & their PAC as well as Dr. Dinesh S. Patel, Dr. Sachin D. Patel, Mrs. Jayshree D. Patel & Mrs. Reena S. Patel in their Capacity of Directors & Members of the Company are to be taken as interested in the special Resolution in No. 2 herein above.
Except for above, none of the Promoters, Directors and Key Managerial Personnel propose to subscribe to the offer.

c) Shareholding Pattern before and after the offer is given below:

The broad Shareholding Pattern of the Company before and after the issue of equity shares as well as on conversion of warrants as per item no. 1& 2 respectively, of the Notice will be as follows :

Pre & Post Allotment Shareholding*

Sr. No	Category	Pre Allotment Shareholding*		Post Allotment Shareholding**	
		No. of Shares held	% of share-holding	No. of Shares held	% of share-holding
A.	**Promoters' holding :**				
	Indian :				
	Promoter & PAC	5170987	60.695	5295987#	57.914
	Foreign Promoters	884308	10.380	884308	9.670
	Sub Total (A)	**6055295**	71.075	**6180295**	67.584
B.	**Non-Promoters' holding :**				
	Institutional Investors	1000	0.012	1000	0.011
	Non-Institution :				
	Private Corporate Bodies	273425	3.209	273425	2.990
	Indian Public	2017793	23.684	2517793##	27.533
	Others (Including NRIs)	172087	2.020	172087	1.882
	Sub Total(B)	**2464305**	28.925	**2964305**	32.416
	GRAND TOTAL	**8519600**	100.00	**9144600**	100.00

* As on 14th May, 2016

** Also Includes Conversion of proposed warrants

**The table shows the expected shareholding pattern of the Company upon assumption of the proposed allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

#This shareholding Includes 125000 Equity Shares to be allotted on preferential basis to promoters on conversion of 125000 warrants.

This shareholding Includes 5,00,000 equity shares to be allotted to non-promoters on the present preferential issue.

The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations, 2009 at the time of allotment of Equity Shares\Warrants on Preferential Basis to the proposed allottees.

(d) Proposed time within which the allotment shall be complete:

The allotment pursuant to the Special Resolution shall be completed within a period of 15 days from the date of passing of this Resolution, provided that, if any approval or permission as required by any regulatory authority for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission, as the case may be.

e) The Identity of the proposed allottees (including Non Promoters & Promoters) and the percentage of pre & post preferential issued capital that may be held by them:

S. No.	Name of the proposed allottees	Category	No. of equity shares/ warrants to be issued	Pre issue share-holding	%	Post issue share-holding	%
1	Mr. Akshay J. Doshi	NP	60000	-	-	60000	0.66
2	Jewels Advisory Services LLP	NP	40000	-	-	40000	0.44
3.	Opportune Advisory Services LLP	NP	100000	-	-	100000	1.09
4.	Anuj A. Sheth	NP	200000	2,50,000	2.93	4,50,000	4.92
5.	Zafar Ahmadullah	NP	100000	-	-	100000	1.09
6.	Dr. Dinesh S. Patel	P	31250	676707	7.94	707957	7.74
7.	Mrs. Jayshree D. Patel	P	31250	636414	7.47	667664	7.30
8.	Dr. Sachin D. Patel	P	31250	520405	6.11	551655	6.03
9.	Mrs. Reena S. Patel	P	31250	340241	3.99	371491	4.06

Note: -

I. NP stands for non promoter and P stands for Promoter.

II. The pre preferential percentage of shareholding has been calculated on the basis of present equity share capital of the company.

III. The post preferential percentage of shareholding has been calculated on the basis of post emerging equity share capital of company assuming allotment to Non-promoters and full conversion of warrants to be allotted under present allotment.

IV. ESOP outstanding to be exercised by the eligible employees is not considered for the purpose of above % in post issue shareholding.

V. The total holding of promoters and PAC including foreign promoters is as below:
   a) Pre issue shareholding - 71.075%
   b) Post issue shareholding – 67.584%

VI. **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, in the issuer consequent to the Preferential Issue:

(i) The details of the natural persons, who are the ultimate beneficial owners and having ultimate control over the companies to which the shares of the company proposed to be allotted are as follows :

Name and address of the Proposed Allottee	Category (Promoter / Non - Promoter)	Names of Untimate Beneficial Owners of the Proposed Allottee(s)	Address of Ultimate Beneficial Owners of the Proposed Allottees
Jewels Advisory Services LLP 217/A, P. Jeejibhoy Tower, Bombay Stock Exchange, 2nd Floor, Fort, Mumbai - 400001	Non Promoters	Nimesh A. Doshi & Vibha A. Doshi	183 B Wing, Kalpataru Kamani Marg, Sion East MUMBAI 400022
Opportune Advisory Services LLP 201, Krishna Kunj, Plot No. 30, Navyug CHSL, V. L. Mehta Road, Above HDFC Bank, JVPD Branch, Vile Parle (West), Mumbai - 400056	Non Promoters	Anuj A. Sheth & Hiten A. Sheth	Sahaj Building, 4th Floor, Plot No. 24, N.S. Road No.10, Near Laxmikant Chowk, Vile Parle (West), Mumbai - 400049

f) Lock-In :

The aforementioned allotment shall be subject to lock-in in terms of SEBI ICDR Regulations, for the time being in force.

g) Change of Management:

Due to above preferential allotment of equity shares, no change of management control is contemplated.

h) Pricing and relevant date of the issue:

The issue of equity shares issued on preferential basis shall be made at a price not less than higher of the following :

i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the Relevant Date;

OR

ii) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date

Explanation

"Relevant Date" for this purpose means the date thirty days prior to the date on which the meeting of shareholders is held, determined as per Regulation 71 of SEBI ICDR Regulations to consider proposed issue in terms of Section 42 and Section 62 of the Companies Act, 2013 and related Rules. Where the Relevant Date falls on a Weekend/Holiday, the day preceding the Weekend/ Holiday will be reckoned to be the Relevant Date.

"Stock Exchange" for this purpose shall mean any of the recognised stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any equity shares until completion of the allotment under the proposed preferential issue.

The Price for the current issue of Equity Shares and warrants (on conversion) to Non-Promoters and Promoters respectively is fixed at Rs. 500/- each (inclusive of face value of Rs. 10/- & Premium of Rs. 490/- each).

(i) Undertaking to re-compute the price, if required :

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

(j) Undertaking to put Equity Shares under lock-in till the re-computed price is paid :

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

(k) Basis of valuation of shares :

The Company is a listed company, hence the price of Equity share/warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and hence the price of the Equity share is not required to be determined by a registered valuer.

(l) Earlier allotment on preferential basis :

During the Financial Year 2013-14, the Company has allotted 4,00,000 Equity Shares to the Promoters on conversion of 4,00,000 warrants issued at a price of Rs. 85/- each as per members approval received on 3rd July, 2012.

(m) Auditors' Certificate:

A copy of the Statutory Auditors' Certificate, certifying that the present preferential allotment is being made in accordance with the requirements contained in the provisions for Preferential Allotment under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be kept open for inspection at the Registered office of the Company on all working days during office hours from 10 A.M. upto 1.00 P.M.

Dr. Dinesh S. Patel, Mrs. Jayshree D. Patel, Dr. Sachin D. Patel, Mrs. Reena S. Patel, being the promoters of the Company are deemed to be concerned or interested in the resolution No. 2 to the extent of the number of equity shares held by them and their PAC's out of the proposed offer.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company recommends passing of the Special Resolutions as set out at item no. 1 & 2 of the notice.

By Order of the Board
For THEMIS MEDICARE LIMITED

Prakash D. Naringrekar
CFO &Company Secretary

Date : 14th May, 2016

Place: Mumbai

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L24110GJ1969PLC001590**
Name of the company : **THEMIS MEDICARE LIMITED**
Registered office : **PLOT NO 69-A, GIDC IND ESTATE, VAPI, DIST- VALSAD, GUJARAT 396195**
Name of the member(s) :
Registered address :
E-mail Id: Folio No/ Client Id: DP Id :
I/We, being the member (s) of ……..…….. shares of the above named company, hereby appoint

1. Name: Signature:……..……. , or failing him	Address: E-mail Id:
2. Name: Signature:……..……. , or failing him	Address: E-mail Id:
3. Name: Signature:…..……..……..	Address: E-mail Id:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extra ordinary general meeting of the company, to be held on the Friday, 10th of June 2016 at 10.30 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

SR.No.	Resolution
	Special Business
1	To consider and if thought fit, to pass with or without modifications, a Special Resolution to issue and allot maximum up to 500000 Equity shares at price of Rs. 500/- each to the Non-Promoters
2	To consider and if thought fit, to pass with or without modifications, a Special Resolution to issue and allot maximum up to 125000 convertible warrants on preferential basis at price of Rs. 500/- each to the Promoters

Signed this……..…….. day of……..…….. 2016

Affix Revenue Stamp

Signature of shareholder :

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

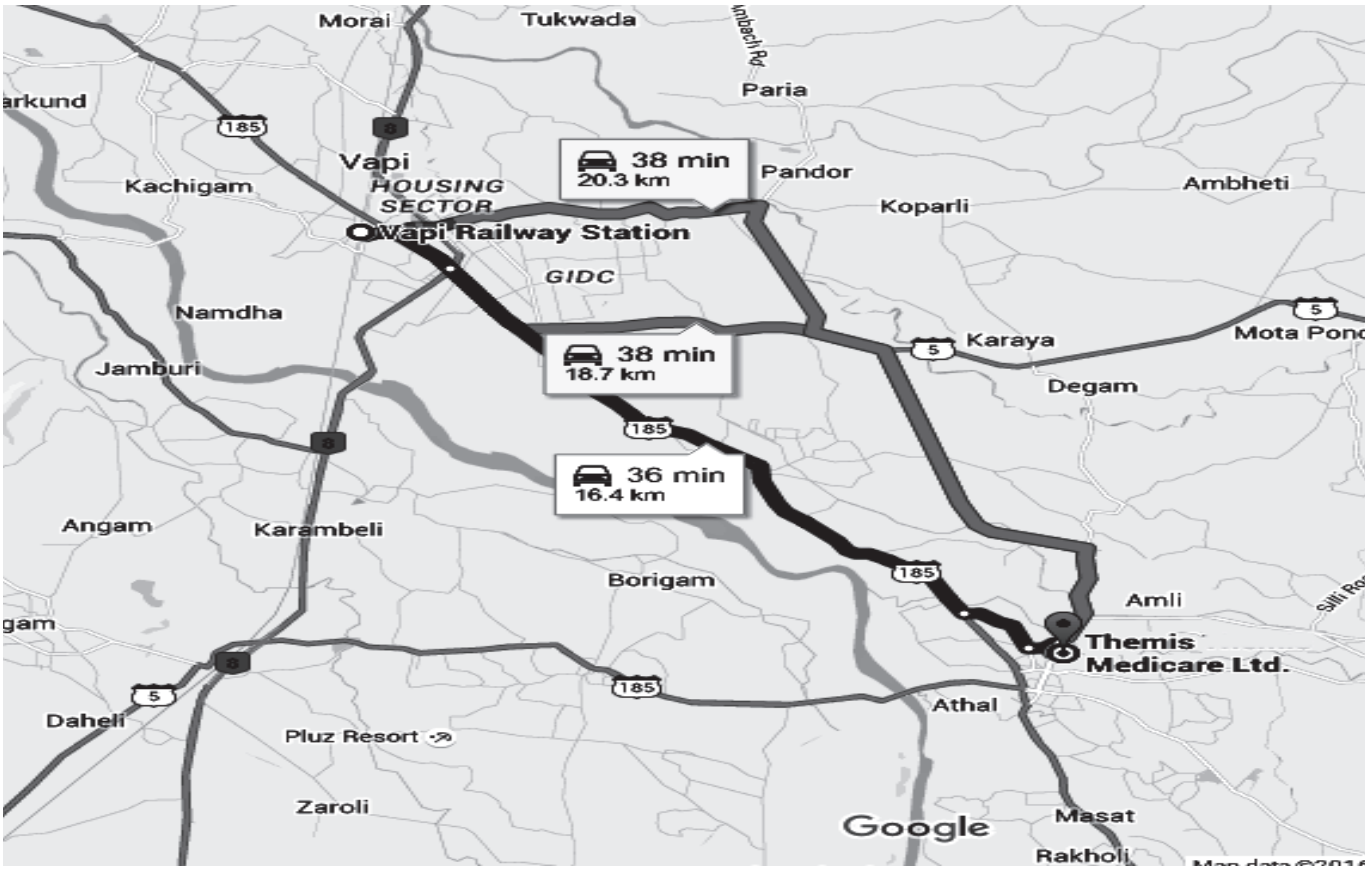
ATTENDANCE SLIP

Extra Ordinary General Meeting – June 10th, 2016
(To be handed over on the registration counter at the entrance of the meeting venue)

Full Name And Registered Address Of The Member (In BLOCK LETTERS)	
Full Name Of The Proxy (In BLOCK LETTERS)	
Folio No. / Dp Id – Client Id*	
No. Of Equity Shares Held	

I / We, being the Registered Shareholder / Proxy for the Registered Shareholder** of the Company, hereby record my / our presence at the Extra- ordinary General Meeting of the Company held on Friday, June 10th, 2016 at 10.30 A.m. at **Plot No 69-A, GIDC Ind Estate, Vapi, Dist- Valsad, Gujarat 396195** and at any adjournment(s) thereof.

Member's / Proxy's Signature

* Applicable for investors holding shares in electronic form
** Strike off whichever is not relevant

THEMIS MEDICARE LIMITED
ROUTE MAP TO REACH THE MEETING PLACE