**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | Themis Medicare Limited<br>CIN: L24110GJ1969PLC001590 | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Acquirer<br>- Vividh Distributors Pvt. Ltd<br>PACs<br>- Themis Distributors Pvt. Ltd<br>- Vividhmargi Investments Pvt. Ltd<br>- Shri S. D. Patel (HUF)<br>- Mrs. Jayshree D. Patel<br>- Shri Dinesh S. Patel (HUF)<br>- Dr. Sachin D. Patel<br>- Mrs. Reena S. Patel<br>- Late Mrs. Margi Choksi<br>- Mrs. Madhuben Shantilal Patel<br>- Dr. Dinesh S. Patel<br>- Gedeon Richter Investment Management Ltd.<br>- Szepilona International Ltd.(Seller) | | |
| Whether the acquirer belongs to Promoter/Promoter group | YES, Promoter of TC | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | - BSE Limited<br>- National Stock Exchange of India Limited | | |
| Details of the acquisition / disposal as follows | **Number** | **% w.r.t. total share/voting capital wherever applicable (*)** | **% w.r.t. total diluted share/voting capital of the TC (**)** |
| **Before the acquisition under consideration, holding of :** | | | |
| a) Shares carrying voting rights | 616100 | 7.28% | 6.96% |

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| | | | |
|---|---|---|---|
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | NA | NA | NA |
| c) Voting rights (VR) otherwise than by equity shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | NA | NA | NA |
| **e) Total (a+b+c+d)** | 616100 | 7.28% | 6.96% |
| **Details of acquisition/sale** | | | |
| a) Shares carrying voting rights acquired/sold | 100000 | 1.18% | 1.13% |
| b) VRs acquired /sold otherwise than by shares | NA | NA | NA |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | NA | NA | NA |
| d) Shares encumbered / invoked/released by the acquirer. | NA | NA | NA |
| **e) Total (a+b+c+/-d)** | 100000 | 1.18% | 1.13% |
| **After the acquisition/sale, holding of:** | | | |
| a) Shares carrying voting rights | 716100 | 8.46% | 8.09% |
| b) Shares encumbered with the acquirer | NA | NA | NA |
| c) VRs otherwise than by equity shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | NA | NA | NA |
| **e) Total (a+b+c+d)** | 716100 | 8.46% | 8.09% |

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| | |
|---|---|
| Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.) | Inter-Se Transfer between the Promoters of the Company(Off Market Transaction) |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 09/06/2015 |
| Equity share capital / total voting capital of the TC before the said acquisition/sale | 8468360 Equity Shares of Rs. 10/- fully paid up |
| Equity share capital/ total voting capital of the TC after the said acquisition/sale | 8468360 Equity Shares of Rs. 10/- fully paid up |
| Total diluted share/voting capital of the TC after the said acquisition/sale | 8850500 (In view of 382140 equity shares to be exercised by eligible employees under ESOP scheme) |

**For Vividh Distributors Pvt. Ltd.**

**Director**

**Place: Mumbai**

**Date: 10/06/2015**

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**Note:**

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part –A- Details of the Acquisition**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | Themis Medicare Limited<br>CIN: L24110GJ1969PLC001590 | | |
| Name(s) of the acquirer | Vividh Distributors Pvt. Ltd<br>CIN: U24239MH1989PTC053257 | | |
| and Persons Acting in Concert (PAC) with the acquirer | Vividhmargi Investments Pvt. Ltd. | | |
| | Themis Distributors Private Limited | | |
| | Shri S. D. Patel (HUF) | | |
| | Mrs. Jayshree D. Patel | | |
| | Shri Dinesh S. Patel (HUF) | | |
| | Mrs. Reena S. Patel | | |
| | Late Mrs. Margi Choksi | | |
| | Mrs. Madhuben Shantilal Patel | | |
| | Dr. Dinesh S. Patel | | |
| | Gedeon Richter Investment Management Ltd. | | |
| | Dr. Sachin D. Patel | | |
| | Szepilona International Ltd. | | |
| Whether the acquirer belongs to Promoter/Promoter group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | - BSE Limited<br>- National Stock Exchange of India Limited | | |
| **Details of the acquisition as follows** | **Number** | **% w.r.t. total share/voting capital wherever applicable(*)** | **% w.r.t. total diluted share/voting capital of the TC (**)** |

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| | | | |
|---|---|---|---|
| **Before the acquisition under consideration, holding of acquirer along with PACs of:** | | | |
| a) Shares carrying voting rights | 6055295 | 71.50% | 68.42% |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | NA | NA | NA |
| c) Voting rights (VR) otherwise than by equity shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | NA | NA | NA |
| e) **Total (a+b+c)** | 6055295 | 71.50% | 68.42% |
| **Details of acquisition** | | | |
| a) Shares carrying voting rights acquired | 100000 | 1.18% | 1.13% |
| b) VRs acquired otherwise than by equity shares | NA | NA | NA |
| **c)** Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired. | NA | NA | NA |
| d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | NA | NA | NA |
| **d) Total (a+b+c+/-d)** | 100000 | 1.18% | 1.13% |
| **After the acquisition, holding of acquirer along with PACs of:** | | | |
| a) Shares carrying voting rights | 6055295 | 71.50% | 68.42% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) Shares pledged with the acquirer. **(**400000 Equity Shares issued on conversion of warrants to some of the Promoters/PACs are under Lock-in till 14/01/2017**)** | NA | NA | NA |
| c) VRs otherwise than by equity shares | NA | NA | NA |

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| | | | |
|---|---|---|---|
| **d)** Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | NA | NA | NA |
| **e) Total (a+b+c)** | 6055295 | 71.50% | 68.42% |
| Mode of acquisition (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer, etc.) | Inter-se Transfer between the Promoters of the Target Company (Off Market Transaction) | | |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc. | NA | | |
| Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | 09/06/2015 | | |
| Equity share capital / total voting capital of the TC before the said acquisition | 8468360 Equity Shares of Rs. 10/- fully paid up | | |
| Equity share capital/ total voting capital of the TC after the said acquisition | 8468360 Equity Shares of Rs. 10/- fully paid up | | |
| Total diluted share/voting capital of the TC after the said acquisition | 8850500 (In view of 382140 equity shares to be exercised by eligible employees under ESOP scheme) | | |

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**Part-B*****

**Name of the Target Company: THEMIS MEDICARE LIMITED**

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs |
|---|---|---|
| Themis Distributors Pvt. Ltd | **Yes** | AAACT0186H |
| Vividhmargi Investments Pvt. Ltd. | | AAACV0141N |
| Vividh Distributors Pvt. Ltd | | AAACV0171A |
| Shri S. D. Patel (HUF) | | AAHHS4445L |
| Mrs. Jayshree D. Patel | | AGBPP4254G |
| Shri Dinesh S. Patel (HUF) | | AACHD4046D |
| Mrs. Reena S. Patel | | AAZPP8647F |
| Late Mrs. Margi Choksi | | AAAPP9598C |
| Mrs. Madhuben Shantilal Patel | | AAFPP3340K |
| Dr. Dinesh S. Patel | | AACPP9037A |
| Gedeon Richter Investment Management Ltd. | | AAECG5103H |
| Dr. Sachin D. Patel | | AACPP9039Q |
| Szepilona International Ltd. | | NA |

For **Vividh Distributors Pvt. Ltd.**

VIVIDH DISTRIBUTORS PVT. LTD. MUMBAI

**Director**

**Place: Mumbai**

**Date: 10/06/2015**

**Note:**
(*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

**Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | | | | |
|---|---|---|---|---|---|---|
| **1.** | Name of the Target Company (TC) | | Themis Medicare Limited<br>CIN: L24110GJ1969PLC001590 | | | |
| **2.** | Name of the acquirer | | Vividh Distributors Pvt. Ltd<br>CIN: U24239MH1989PTC053257 | | | |
| **3.** | Name of the stock exchange where shares of the TC are listed | | 1. BSE Limited<br>2. National Stock Exchange Limited | | | |
| **4.** | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | | One of the overseas Promoters of Themis Medicare Ltd., is proposing to close their business activities with this intention they wish to liquidate all their assets and investments including 416000 equity shares held in Themis Medicare Ltd.. | | | |
| **5.** | Relevant regulation under which the acquirer is exempted from making open offer | | Regulation 10(1)(a)(ii) | | | |
| **6.** | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations. | | - YES<br>- YES | | | |
| | - Date of filing with the stock exchange. | | BSE Limited - 01/06/2015<br>National Stock Exchange of India Limited - 01/06/2015 | | | |
| **7.** | Details of acquisition | | Disclosures required to be made under regulation 10(5) | | Whether the disclosures under regulation 10(5) are actually made | |
| | a. | Name of the transferor / seller | Szepilona International Ltd., U.K | | NA | |
| | b. | Date of acquisition | 09/06/2015 | | YES | |
| | c. | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | 100000 | | YES | |
| | d. | Total shares actually acquired as a % of diluted share capital of TC | 100000<br>1.13% of diluted share capital of TC | | YES | |
| | e. | Price at which shares are actually acquired | Rs. 50/- per Equity Share (Total consideration INR. 50,00,000/-)Share | | YES | |
| **8.** | Shareholding details | | Pre-Transaction | | Post-Transaction | |
| | | | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
| | A | Each Acquirer / Transferee(*) **Vividh Distributors Pvt. Ltd** | 616100 | 7.28% | 716100 | 8.46% |
| | B | Each Seller / Transferor **Szepilona International Ltd., U.K** | 416000 | 4.91% | 316000 | 3.73% |

Note: The disclosure under Shareholding details "Post-Transaction" is given for Acquirer &seller only to the extent of the current transaction between them .

**Note: (*) Shareholding of each entity shall be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers. *****

**For VIVIDH DISTRIBUTORS PVT. LTD.**

**DIRECTOR**
**DIN:**

VIVIDH DISTRIBUTORS PVT. LTD. MUMBAI

Place : Mumbai
Date : 10/06/2015