Thyrocare

Think Thyroid. Think Thyrocare.

July 21, 2018

The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

The Bombay Stock Exchange Ltd
Phiroze Jeejeeboy Towers
Dalal Street,
Mumbai- 400 001

Dear Sirs/Madam,

Sub: Annual General Meeting and Book Closure

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to intimate that the 18th Annual General Meeting of our company will be held at 04.30 P.M. on Saturday, August 11, 2018, at Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400 705, to transact the Ordinary and Special Business set out in the Notice sent to all the Shareholders of the Company, a copy of which is attached herewith, and has been uploaded in our website.

As required under Section 108 of the Companies Act, 2013, and the relevant rules, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, e-voting facility is being provided to the shareholders to vote on all the items of Ordinary and Special Business to be transacted at the Meeting. 3rd August, 2018 is the cut-off date for determining the eligibility of shareholders to participate in e-voting facility. A copy of newspaper advertisement issued by us pursuant to rule 4(v) of Companies (Management & Administration) Rules, 2014, is attached.

Pursuant to Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from August 04, 2018 to August 11, 2018 (both days inclusive) for the purpose of AGM and payment of final dividend, on approval by shareholders.

Yours Faithfully,

For **Thyrocare Technologies Limited,**

THYROCARE TECHNOLOGIES LIMITED

Ramjee Dorai

Company Secretary and Compliance Officer

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Company will be held at 4.30 P.M. on Saturday, August 11, 2018, at Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400 705, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Stand-alone Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Board's Report and Auditors' Report thereon.

2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Auditors' Report thereon.

3. To confirm the Interim Dividend of ₹. 5/- per equity share already paid and declare a Final Dividend of ₹. 5/- per equity share, totaling to ₹. 10/- (Rupees Ten only) per equity share, as total dividend, for the Financial Year 2017-18.

4. To appoint a Director in place of Mr. A. Sundararaju (DIN: 00003260), who retires by rotation, and being eligible, offers himself for re-appointment.

5. To ratify the appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration, and in this regard, to consider and if deemed fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142, read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation made by the Audit Committee and the Board of Directors and in accordance with the resolution passed by the Members of the Company at 16th Annual General Meeting held on September 12, 2016, the reappointment of M/s. B S R & Co. LLP, Chartered Accountants, Mumbai, having Firm Registration No. 101248W/W-100022, as the Statutory Auditors of the Company to hold office from the conclusion of the 18th Annual General Meeting till the conclusion of the 19th Annual General Meeting, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix up their remuneration in consultation with the Auditors in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company, as already recommended by the Audit Committee."

SPECIAL BUSINESS:

6. **Appointment of Miss. Amruta Velumani (DIN: 06534120) as a Director liable to retire by rotation:**

   To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and 161, and any other applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder, Miss. Amruta Velumani, (DIN: 06534120), who was appointed by the Board of Directors at its meeting held on February 22, 2016, as a Director in the casual vacancy caused due to sad demise of Mrs. Sumathi Velumani, and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. **Ratification of Remuneration to the Cost Auditor for the Financial Year 2017-18:**

   To consider and if deemed fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

   "**RESOLVED THAT** pursuant to the provisions of Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, remuneration of ₹. 1,00,000/- (Rupees One Lakh only) fixed for Mr. S. Thangavelu, Cost and Management Accountant, appointed as the Cost Auditor of the Company by the Board of Directors, for conducting audit of the cost records of the Company for the financial year 2017-18, excluding applicable tax, if any, and reimbursement of travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

8. **Introduction of Employees Stock Option Scheme 2017-18:**

   To consider and if deemed fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

   "RESOLVED AS SPECIAL RESOLUTION

   THAT pursuant to the provisions of Section 62 (1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and the provisions of SEBI (Share Based Employee Benefits) Regulations 2014, as amended from time to time, consent of the Members be and is hereby given for

granting Stock Options equivalent to a total number of 40,452 equity shares of the Company, to the eligible employees of the Company as Employees Stock Option for the financial year 2017-18, to be exercised as per the rules of the relevant scheme.

THAT the Board of Directors of the Company be and is hereby authorised to issue and allot equity Shares upon exercise of option by the eligible employees from time to time in respect of options already granted and to be granted, and to get the new shares listed with National Stock Exchange of India Limited and BSE Limited, and such equity Shares shall be subject to the Memorandum and Articles of Association of the Company and Shall rank pari passu in all respects with the then existing equity Shares of the Company.

THAT the Board of Directors of the Company be and is hereby authorised and empowered:

i) to formulate such policies, rules, regulations and guidelines as may be required to be formulated to govern the introduction, implementation, management and administration of the Scheme subject to the applicable statutory rules for the time being in force.

ii) to make necessary disclosures in the Annual Report and to comply with all applicable rules & regulations.

iii) to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation, introduction, implementation, management and administration of the ESOP Scheme without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For Thyrocare Technologies Limited
Ramjee Dorai.
Head (L & S) and Company Secretary

April 28, 2018
Registered Office:
D-37/1, TTC Industrial Area, MIDC, Turbhe,
Navi Mumbai-400 703

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (''the Act''), concerning the Special Business to be transacted at the meeting, as mentioned in the Notice, is annexed hereto and forms part of this Notice.

2. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.

3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other shareholder. Members may please note that the Proxy does not have the right to speak at the Meeting and can only vote on poll.

4. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by certified copy of appropriate resolutions/authority, as applicable. Form of Proxy is enclosed.

5. The Members / Proxies / Authorised Representatives are requested to bring their copy of the Annual Report along with the Attendance Slips, duly filled in, for attending the Meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from August 04, 2018 to August 11, 2018 (both days inclusive) for the purpose of determining the entitlement of Members for the final dividend, if declared.

7. Subject to the provisions of the Companies Act, 2013, the final dividend as recommended by the Board, if declared at the Meeting, will be paid within 30 days from the date of declaration to those Members whose names appear on the Register of Members as at the end of 03-08-2018.

8. The Company's equity shares are Listed at (i) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai – 400051 and (ii) BSE Limited, Phiroze JeeJeebhoy Towers, Dalal Street, Mumbai- 400 001 and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2017-18.

9. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at M/s. Link Intime India Private Limited (Unit: Thyrocare Technologies Limited), C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400 083.

10. The details of unclaimed dividend for the earlier years, which have been transferred to the respective Unpaid Dividend Accounts, are given below.

Year	2015-16 Final	2016-17 Interim	2016-17 Final	2017-18 Interim
Unclaimed – Amount- ₹.	205505	62925	72265	36070
No. of Shareholders	1457	375	372	153

11. Members may please note that dividends that remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account will be transferred to the Investor Education & Protection Fund, as required under Section 124 of the Companies Act, 2013, and such shares shall also be transferred to the said Fund. Therefore, those members who have not claimed their dividend for the above periods may send their claims to the Registrar & Share Transfer Agent at the address given above, or to the Company Secretary at the Company's Corporate Office address, at the earliest.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the said Act, will be available for inspection by the members at the venue of the meeting.

13. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2017-18 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company / Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not registered their E-mail IDs with the Company / Depository Participants, a physical copy of the Annual Report for 2017-18 is being sent by the permitted mode.

14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited, the Company's Registrar & Share Transfer Agents / their respective Depository Participants.

15. In terms of Section 72 of the Act read with the applicable rules thereto, the facility of making nomination is available to all the Members in respect of the shares held by them. Those who have not registered their nomination may do so by submitting Form No. SH-13 to their Depository Participant. The said Form can be downloaded from the Company's website, "www.thyrocare.com." The said Form can also be obtained from the Company's Registrar & Share Transfer Agents.

16. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to all the Members of the Company, whose names appear on the Register of Members as on 03-08-2018, (End of the Day), being the cut-off date fixed for determining the eligibility of Members to participate in the e-voting process, through the e-voting platform provided by M/s. Link Intime India Private Limited through CDSL, to enable them to cast their vote electronically on all the resolutions set forth in the notice convening the 18th Annual General Meeting of the Company.

Detailed instructions for voting through e-voting platform are given in a separate sheet attached to the Notice.

The e-voting facility will be available from 09.00 A.M. on Wednesday, August 08, 2018 upto 5.00 P.M. on Friday, August 10, 2018. During this period, members holding shares in physical or dematerialised form, may cast their votes electronically, using the above facility. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again at the Annual General Meeting on any resolution for which he has already cast his vote using the e-voting facility.

However, those who have not cast their vote using the e-voting facility may cast their vote using the ballot paper that will be made available at the Annual General Meeting venue, pursuant to the provisions of Section 107 of the Act read with Rule 20 of the Companies (Management and Administrations) Rules, 2014.

The Company has appointed S. Anantha & Ved LLP., Practising Company Secretaries, Mulund (W), Mumbai-400 080, as Scrutinizers to scrutinize the e-voting and polling process in a fair and transparent manner.

The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make within a period not exceeding three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.

The Chairman or the person authorised by him, shall declare the result of the voting forthwith and the said results, along with the report of the Scrutinizer, shall be placed on the website of the Company, www.thyrocare.com and on the website of CDSL, www.cdslindia.com, and will also be forwarded simultaneously to National Stock Exchange of India Limited and BSE Limited.

By Order of the Board
For Thyrocare Technologies Limited

Ramjee Dorai.
Head (L & S) and Company Secretary

April 28, 2018
Registered Office:
D-37/1, TTC Industrial Area, MIDC, Turbhe,
Navi Mumbai-400 703

NOTES:

Item No. 4: Reappointment of Mr. A. Sundararaju as Director (DIN: 00003260):

Details of Mr. A. Sundararaju, seeking reappointment as Director at the 18th Annual General Meeting.

Date of Birth	04-09-1958
Date of Appointment on the Company's Board.	28-01-2000
Brief Resume	Mr. A. Sundararaju is one of the Promoter-directors of the Company. He is a graduate in law from the University of Bombay. He has been in charge of the finance, legal, administrative and franchisee departments of our Company since inception. He has been a Director on our Board since incorporation, and is currently holding the position of Executive Director and Chief Financial Officer. He is also Director & Chief Financial Officer of Nueclear Healthcare Limited, our wholly owned subsidiary.
Expertise in specific functional areas	He has over 22 years of experience in finance, legal and administrative functions.
Disclosure of relationship between directors inter-se.	He is the brother of Dr. A. Velumani, Chairman & Managing Director.
Names of listed entities in which he holds the directorship and the membership of Committees of the board;	He is not holding directorship in any other listed entity.
Number of shares held in the Company	He holds 2,49,669 equity shares in the Company, equivalent to 0.46% of the total paid-up equity capital of the Company.

The Directors recommend the above resolution to the Members for their approval.

Item No. 5: Ratification of reappointment of Auditors:

At the 16th Annual General Meeting (AGM) of the Company held on September 12, 2016, M/s. B S R & Co. LLP were appointed as Statutory Auditors of the Company for a period of five years from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting, subject to ratification by the Members at every Annual General Meeting.

The Audit Committee considered the matter at its meeting held on 28-04-2018 and recommended reappointment of M/s. B S R & Co. LLP. The Board of Directors has also, at its meeting held on 28-04-2018, considered the matter and decided to accept the recommendation of the Audit Committee and accordingly, the proposal to reappoint M/s. B S R & Co. LLP, as the Statutory Auditors from the conclusion of the 18th AGM till the conclusion of the 19th AGM, is being placed before the Members for ratification.

B S R & Co. LLP, have confirmed that their firm is eligible for appointment, and is not disqualified for the proposed ratification in accordance with the criteria provided under Section 141 of the Companies Act, 2013 and the rules or regulations made thereunder.

The Directors recommend the above resolution to the Members for their approval.

EXPLANATORY STATEMENT

(Pursuant to the Section 102 of the Companies Act, 2013)

Item No. 6: Appointment of Miss. Amruta Velumani (DIN: 06534120) as a Director:

Miss. Amruta Velumani was appointed as a Director by the Board of Directors at its meeting held on 22-02-2016, in the casual vacancy caused by the sad, untimely demise of Mrs. Sumathi Velumani. As per the provisions of Sec. 161 (4) of the Companies Act, 2013, she would hold office till the date of the ensuing Annual General Meeting, viz. the date upto which Mrs. Sumathi Velumani would have otherwise held office. The Company has received a notice from a Member, along with the requisite deposit amount, proposing her candidature for appointment as a Director liable to retire by rotation. She is daughter of Dr. A. Velumani, Chairman & Managing Director. Her brief resume is given below:

Date of Birth	29-05-1991
Date of Appointment on the Company's Board in the casual vacancy	22-02-2016
Brief Resume	Miss. Amruta Velumani is a graduate, and is currently pursuing a Master's Degree from ITM University, Navi Mumbai. She is presently the Managing Director of Sumathi Construction Private Limited. She was earlier a director of the Company from 27-09-2013 to 15-11-2014. She was again appointed as a Non-Executive Non-Independent Director on 22-02-2016 in the casual vacancy caused by the sad, untimely demise of her mother, Mrs. Sumathi Velumani.
Expertise in specific functional areas	She has about nine years experience in functional areas relating to General Administration, Personnel and Human Resources Management.
Disclosure of relationship between directors inter-se.	She is the daughter of Dr. A. Velumani, Chairman & Managing Director.
Names of listed entities in which she holds the directorship and the membership of Committees of the board;	She is not holding directorship in any other listed entity.
Number of shares held in the Company	She holds 752,512 equity shares in the Company, equivalent to 1.40% of the total paid-up equity capital of the Company.

The Directors recommend the above resolution to the Members for their approval.

Disclosure of Interest

Dr. A. Velumani, Chairman & Managing Director, and Mr. A. Sundararaju, Executive Director & Chief Financial Officer, who is the brother of Dr. A. Velumani, should be deemed to be interested in her appointment. None of the other Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the passing of the Ordinary Resolution set out at item No. 6 of the Notice.

Item No. 7: Ratification of remuneration to Cost Auditor:

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company was required to appoint a cost auditor to conduct an audit of the cost records of Company for Financial Year 2017-18 and the remuneration payable to him has to be ratified / approved by the members of the Company.

Accordingly, as recommended by the Audit Committee, the Board appointed Mr. S. Thangavelu, Cost and Management Accountant, Coimbatore, having Membership No. 11315 as the Cost Auditor of the Company, for the financial year 2017-18 on a remuneration of ₹. 1,00,000/-, plus reimbursement of applicable tax, if any, and all out of pocket expenses incurred, if any, in connection with the cost audit. Remuneration fixed for the cost auditor is required to be ratified by the Members in accordance with the above provisions. The Directors recommend the above resolution to the Members for their approval.

Disclosure of Interest:

None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the passing of the Resolution set out at Item No. 7 of the Notice.

Item No. 8: Introduction of Employees Stock Option Scheme 2017-18:

The Company had issued and allotted 33,650 Nos. of equity shares of the Company to be offered to such of those employees of the Company who had contributed for the growth of the Company and who were on the rolls of the Company as on the date of sanction of the Scheme. These shares were allotted in the name of Thyrocare Employees Stock Option Trust, specially formed for this purpose. Subsequent to the issue of Bonus Shares thereafter, the total number of shares registered in the name of the Trust had gone up to 1,34,600. These shares were offered, after completion of 3-year waiting period, to the eligible employees and all of them have accepted the offer; out of these, 1,33,381 shares have already been transferred to the respective employees together with dividend paid thereon and kept in the Bank, and transfer of the remaining 1,219 equity shares to four employees is in the process and is expected to be completed shortly.

The Company had also decided to grant the employees Stock Options equivalent to 1% (one per cent) of the paid up capital of the Company as on date of sanction of the Scheme, to be distributed every year over a period of ten years, commencing from the Financial Year 2014-15, which would work out to 0.1% every year. It was also decided that this ratio would be fine-tuned in correlation with the growth of the Company each year as follows:

< 20% Growth 0.08%

> 20% Growth 0.10%

> 30% Growth 0.12%

On this basis, the Company has already issued stock options aggregating to 40,434 shares for the year 2014-15, 50,537 shares for the year 2015-16 and 50,529 shares for the year 2016-17, to the eligible employees.

As the Growth during the year under review has not been more than 20%, it is proposed to distribute Stock Options equivalent to 0.08% of the paid-up capital of the Company, aggregating to 40,452 equity shares, (with individual entitlements rounded off) as Employees Stock Options for the Financial Year 2017-18.

The Scheme will be subject to the applicable provisions of the Companies Act, 2013, as amended and the rules framed thereunder, SEBI (Share Based Employee Benefits) Regulations 2014, and such other rules & regulations as are already applicable or as may become applicable during the subsistence of the Scheme. The brief details of the Thyrocare Employees Stock Option Scheme 2018 are as follows:

a	Brief description of the scheme(s);	This is part of the Employees Stock Option Scheme approved by the Members, which envisages issue of 1% of the then paid-up capital of the Company made up of 5,05,35,971 equity shares of ₹. 10/- each, aggregating to 5,05,360 equity shares to be distributed over a period of ten years, commencing from Financial Year 2014-15, at the rate of 0.1% each year which would be fine-tuned in correlation with the growth of the Company each year as follows:
		< 20% Growth 0.08%
		> 20% Growth 0.10%
		> 30% Growth 0.12%
		Within this limit, the number of Options to be issued to individual employees will be decided based on the norms fixed by the Nomination & Remuneration Committee and Board of Directors for each year.
		The Company has already issued Stock Options as follows:
		Financial Year — **Stock Options equivalent to**
		2014-15 — 40,434 Equity Shares
		2015-16 — 50,537 Equity Shares
		2016-17 — 50,529 Equity Shares
b	The total number of options, SARs, shares or benefits, as the case may be, to be granted;	Stock Options equivalent to 40,452 Equity Shares.
c	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);	Those employees who have completed two years of service as on the date of sanction of the Scheme by the Board would be entitled to participate and be beneficiaries in the Scheme.

d	Requirements of vesting and period of vesting;	The employees should continue to be in the service for a period of three years from the date of granting the Option. Period of vesting is 3 years after date of granting.
e	Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options / SARs / benefit shall be vested;	Three years from the date of granting of Options.
f	Exercise price, SAR price, purchase price or pricing formula;	Exercise price will be ₹. 10/- per share.
g	Exercise period and process of exercise;	The grantees can exercise their option within one year from the date of vesting.
h	The appraisal process for determining the eligibility of employees for the scheme(s);	All those permanent employees who have completed two years of continuous service will be eligible to participate. Individual eligibility will be determined based on their contribution, seniority, etc.
i	Maximum number of options, SARs, shares, as the case may be, to be issued per employee and in aggregate;	Stock Options equivalent to 40,452 equity shares are granted to the eligible employees of the Company.
j	Maximum quantum of benefits to be provided per employee under a scheme(s);	Maximum quantum of benefit is equivalent to the difference between the market price and the issue price in respect of the number of shares allotted for each employee.
k	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	The scheme is to be implemented and administered directly by the Company.
l	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	The scheme envisages new issue of shares.
m	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	Not applicable, since the employees will have to pay and acquire the shares offered to them.
n	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	The Company does not envisage any secondary acquisition for this purpose.
o	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15;	The Company shall conform to the accounting policies specified in regulation 15.
p	The method which the company shall use to value its options or SARs;	Intrinsic value method would be used for valuation of the Options granted.
q	The following statement, if applicable:	
	In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'	It is confirmed that the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the Options shall be disclosed in the Board's Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Board's Report.

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner, until expiry of three years from the date of granting, which is determined as the Vetting Date for exercising the Option.

The Scheme would be implemented, managed and administered directly by the Company. The shares to be issued to the employees on their exercising the Option would be by way of fresh allotment, and not sourced from secondary market. The Directors recommend the above resolution to the Members for their approval.

Disclosure of Interest:

None of the Directors, Key Managerial Personnel of the Company or their relatives, is concerned or interested in the passing of the Resolution set out at Item No. 8 of the Notice.

By order of the Board,
For Thyrocare Technologies Limited
Ramjee Dorai
Head (L & S) and Company Secretary

April 28, 2018
Registered office:
D-37/1, TTC Industrial Area, MIDC, Turbhe,
Navi Mumbai-400 703

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: **L85110MH2000PLC123882**

Name of the Company: **THYROCARE TECHNOLOGIES LIMITED**

Registered Office: **D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai 400703**

Name of Members:
Registered Address:
E-mail ID:
Folio no./Client ID No. :
DP ID:

I/We, being the member (s) of _____ equity shares of the above named Company, hereby appoint

1. Name: _____
   Address: _____
   E-mail ID: _____
   Signature: _____, or failing him
2. Name: _____
   Address: _____
   E-mail ID: _____
   Signature: _____, or failing him
3. Name: _____
   Address: _____
   E-mail ID: _____
   Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company for Financial Year 2017-18 to be held on Saturday, August 11, 2018, at 4.30 P.M., at Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400705 and/or at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.:

Ordinary Business:

1. To adopt the Audited Standalone Financial Statements of the Company for FY 2017-18.
2. To adopt the Audited Consolidated Financial Statements of the Company for FY 2017-18.
3. To declare Dividend for the Financial Year 2017-18.
4. To appoint a Director in the place of retiring Director, Mr. A. Sundararaju (DIN. 00003260) who offers himself for reappointment.
5. To ratify reappointment of M/s. B S R & Co. LLP as Statutory Auditors of the Company to hold office from the conclusion of 18th Annual General Meeting till the conclusion of the 19th Annual General Meeting.

Special Business:

6. To appoint Miss. Amruta Velumani (DIN: 06534120) as a Director liable to retire by rotation.
7. To ratify remuneration fixed for the Cost Auditor for FY 2017-18.
8. To approve Employees Stock Option Scheme for the FY 2017-18.

Please affix Revenue Stamp

Signed this _____

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note:

1. 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.
2. For corporate members of the Company, duly certified copy of Board Resolution passed at the meeting of their Board of Directors shall be required to appoint a representative to attend and vote at the General Meeting.

MEETING VENUE

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Rail Route

Train From Thane to Vashi

Catch the train from thane for vashi and get down at either in **Turbhe** or **Sanpada** station

Train From Thane to Panvel

Catch the train from thane for Panvel and get down at either in **Turbhe** or **Juinagar** station

Train From Kurla to Panvel/Belapur

Catch the train from **Kurla** for **Panvel** or **Belapur** and get down at either in **Sanpada** or **Juinagar** station

Train From Dadar (2 route to change)

Catch the train from **Dadar** for **Kurla** get down at **Kurla.** then from **Kurla** Catch the train for **Panvel** or **Belapur** and get down at either in **Sanpada** or **Juinagar** station

Train From CST

Catch the train from **CST** for **Panvel/Juinagar /Nerul** and get down at either in **Sanpada** or **Juinagar** station

Road Route

Bus From Thane Route

Catch the bus from Mulund West (Bus No. **511 / 512)** or From Mulund East - Bus No.**523**. Get down at Bus Stop **C Sanpada Police Station** (opp. Hyundai Motors)

Bus From Thane to Panvel

Catch the Bus **- Thane to Panvel** (ST) from Thane Cidco stop and get down at Bus Stop **C Sanpada Police Station** (opp. Hyundai Motors)

Bus From Kurla Depo to Sanpada

Catch the Bus from kurla Depo. (Bus No. **507**) get down at Bus Stop **C Sanpada Police Station** (opp. Hyundai Motors) Direct route.

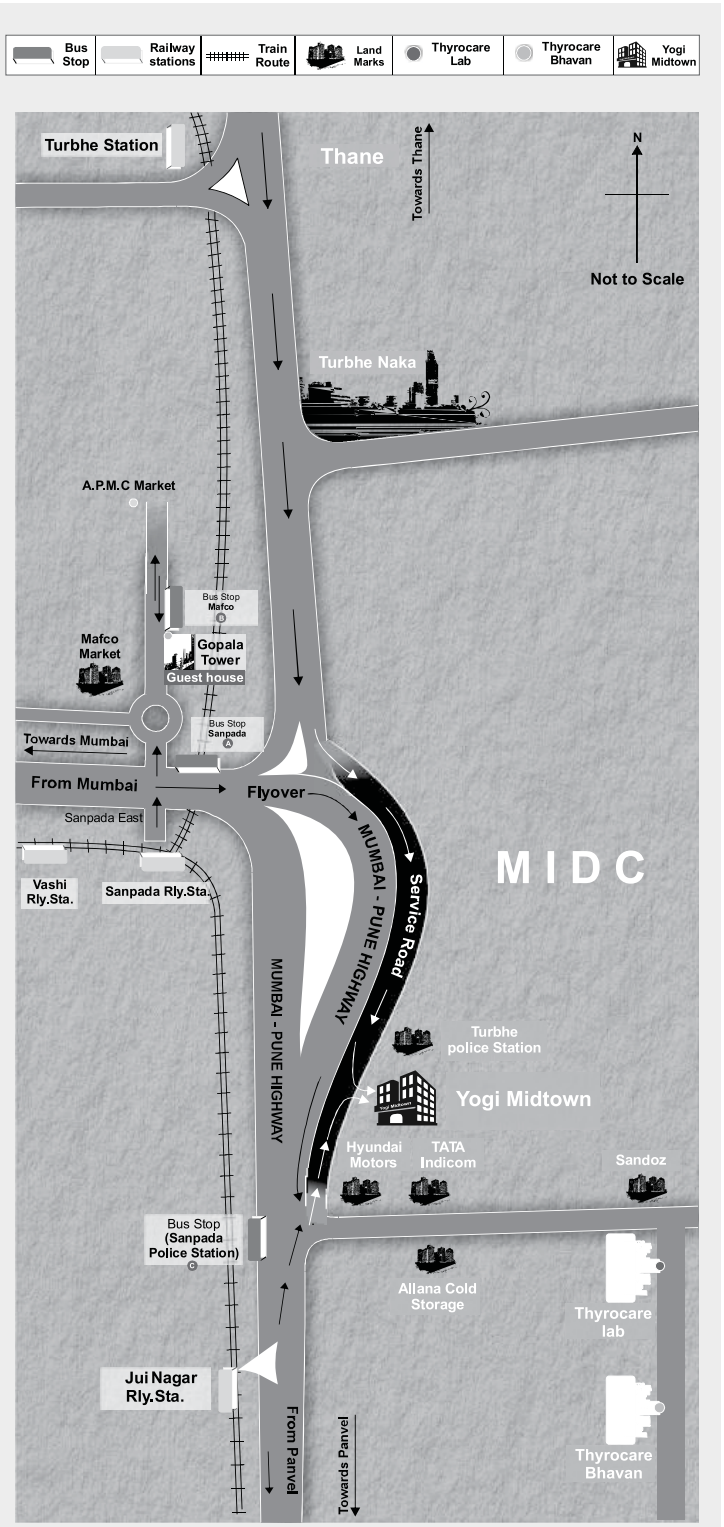
Bus From Dadar to Panvel

Catch Bus from **Dadar** for **Panvel (ST)** and get down at Bus Stop **C Sanpada Police Station** (opp. Hyundai Motors) Direct route.

AGM Venue

Hotel Yogi Midtown,
Plot No. DX-12,
TTC Industrial Area,
Mumbai - Pune Road,
Turbhe, Navi Mumbai - 400 705

Date : August 11, 2018
Day : Saturday
Time : 4:30. P.M.



The Financial Express

July 21, 2018
Saturday

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THYROCARE TECHNOLOGIES LIMITED

REGISTERED OFFICE: D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400 703.

CORPORATE OFFICE: D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400 703.

Phone: 022- 2762 2762 | Fax: 022- 2768 2409

CIN No.L85110MH2000PLC123882

Website: www.thyrocare.com | **Email:** investor_relations@thyrocare.com

NOTICE OF 18TH ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that:

1. The 18th Annual General Meeting of the Company will be held on Saturday, August 11, 2018 at 04:30 P.M. at Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai- 400 705 to transact the Ordinary and Special Business set out in the Notice of the Meeting sent to all the shareholders.
2. Electronic copies of the Notice of Annual General Meeting and the Annual Report for 2018 have been sent to all those members whose email IDs are registered with the Company's Registrar & Share Transfer Agents/ Depository Participant(s). Physical copies of the Notice of Annual General Meeting and Annual Report for 2018 have been sent to all other members at their registered address in the permitted mode. The dispatch of the Notice of Annual General Meeting has been completed on July 18/20, 2018. The Notice of the AGM and the Annual Report 2018 are also available on the website of the Company at **www.thyrocare.com.**
3. Members holding shares either in physical form or dematerialized form, as on the cut-off date, viz. August 3, 2018, may cast their vote electronically on all the items of Ordinary and Special Business as set out in the Notice of the Annual General Meeting, through electronic voting system of Central Depository Services (India) Limited (CDSL) from a place other than venue of the Annual General Meeting ('remote e-voting'). All the members are informed that:
   i) All the items of Ordinary and Special Business set out in the Notice of the Annual General Meeting may be transacted through voting by electronic means;
   ii) The remote e-voting shall commence on Wednesday, August 08, 2018 at 9:00 A.M.
   iii) The remote e-voting shall end on Friday, August 10, 2018 at 5:00 P.M.
   iv) The cut-off date for determining the eligibility to vote by electronic means or at the Annual General Meeting is Friday, August 3, 2018 (end of the Day).
   v) E-voting by electronic mode shall not be allowed beyond 5:00 P.M. on August 10, 2018.
   vi) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the Annual General Meeting and holding shares as of the cut-off date i.e. August 3, 2018 may follow the same procedure for e-Voting as mentioned in the Notice;
   vii) Members may note that: a) the remote e-voting module shall be disabled by CDSL after 5:00 P.M. on August 10, 2018 and once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently; b) the facility for voting through ballot paper shall be made available at the Annual General Meeting venue; c) the members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again; and d) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper;
   viii) The Notice of Annual General Meeting is available on the Company's website **www.thyrocare.com** and also on the CDSL's website **www.cdslindia.com**

   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.**

   Members can call on toll free no.: 18002005533 or contact Mr. Rakesh Dalvi, Deputy Manager, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001, Email – *helpdesk.evoting@cdslindia.com* for grievances connected with e-Voting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from August 04, 2018 to August 11, 2018 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for the Financial Year 2017-2018.

For THYROCARE TECHNOLOGIES LIMITED
Sd/-Ramjee Dorai
Head (L & S) & Company Secretary

Place: Navi Mumbai
Date: 21-07-2018

लोकसत्ता

जुलाई २१, २०१८
शनिवार

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THYROCARE TECHNOLOGIES LIMITED
REGISTERED OFFICE: D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400 703.
CORPORATE OFFICE: D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400 703.
Phone: 022- 2762 2762 | Fax: 022- 2768 2409
CIN No.L85110MH2000PLC123882
Website: www.thyrocare.com | **Email:** investor_relations@thyrocare.com

१८ व्या वार्षिक सर्वसाधारण सभेची, दूरस्थ ई-मतदान माहिती आणि बुक क्लोझरची सूचना

याद्वारे सूचना देण्यात येते की,

१. कंपनीची १८ वी वार्षिक सर्वसाधारण सभा शनिवार, ऑगस्ट ११, २०१८ रोजी दु. ०४.३० वा. हॉटेल योगी मिडटाऊन, प्लॉट क्र. डीएक्स-१२,टीटीसी इंडस्ट्रियल एरिया, मुंबई-पुणे रोड, तुर्भे, नवी मुंबई-४००७०५ येथे होणार असून त्यामध्ये सर्व भागधारकांना पाठविण्यात आलेल्या सूचनेमध्ये देण्यात आलेल्या साधारण आणि विशेष व्यवसायावर विचार करण्यात येईल.

२. वार्षिक सर्वसाधारण सभेच्या सूचनेची आणि २०१८ करिता वार्षिक अहवालाच्या इलेक्ट्रॉनिक प्रती सर्व भागधारकांना ज्यांचे ईमेल कंपनीच्या रजिस्ट्रार आणि शेअर ट्रान्स्फर एजंट/डिपॉझिटरी पार्टिसिपंट (स) यांच्याकडे नोंद आहेत त्यांना पाठविण्यात आलेले आहेत. वार्षिक सर्वसाधारण सभेची सूचना आणि २०१८ करिताचा वार्षिक अहवाल उर्वरित सर्व सभासदांना त्यांच्या नोंदणीकृत असणा-या पत्त्यावर पाठविण्यात आले आहेत. वार्षिक सर्वसाधारण सभेची सूचना आणि २०१८ करिता वार्षिक अहवाल पाठविण्याचे काम जुलै १८/२०, २०१८ रोजी पूर्ण झालेले आहे. वार्षिक सर्वसाधारण सभेची सूचना आणि २०१८ करिताचा वार्षिक अहवाल कंपनीच्या **www.thyrocare.com** या संकेतस्थळावरदेखील उपलब्ध आहे.

३. कट ऑफ दिनांक म्हणजेच ऑगस्ट ३, २०१८ अनुसार ज्या सभासदांनी प्रत्यक्ष स्वरूपामध्ये किंवा डिमटेरियलाइज स्वरूपात भागांची धारणा केलेली आहे, असे सभासद वार्षिक सर्वसाधारण सभेच्या सूचनेमध्ये नमूद करण्यात आलेल्या साधारण आणि विशेष व्यवसायाच्या सर्व बाबींवर इलेक्ट्रॉनिक पद्धतीने, जी सेंट्रल डिपॉझिटरी सव्हिसेस (इंडिया) लिमिटेड (सीडीएसएल)च्या दूरस्थ मतदान प्रणालीद्वारे वार्षिक सर्वसाधारण सभेच्या ठिकाणाव्यतिरिक्त अन्यत्र कोणत्याही ठिकाणाहून इलेक्ट्रॉनिकली मतदान करू शकतात.

सर्व सभासदांना कळविण्यात येते की,

i) वार्षिक सर्वसाधारण सभेच्या सूचनेमध्ये देण्यात आलेल्या साधारण आणि विशेष व्यवसायांच्या सर्व प्रकारांवर विचार करण्यात येईल आणि इलेक्ट्रॉनिक पद्धतीने मतदान करता येईल.

ii) दूरस्थ ई-मतदानाची सुरुवात बुधवार, ऑगस्ट ०८, २०१८ रोजी स. ९.०० वा.पासून होईल.

iii) दूरस्थ ई-मतदान शुक्रवार, ऑगस्ट १०, २०१८ रोजी समाप्त होईल.

iv) वार्षिक सर्वसाधारण सभेच्या ठिकाणी इलेक्ट्रॉनिक पद्धतीने मतदान करण्यासाठीची पात्रता निश्चित करण्यासाठी शुक्रवार, ऑगस्ट ०३,२०१८ हा दिनांक निश्चित करण्यात आला आहे. (दिवस संपेपर्यंत)

v) इलेक्ट्रॉनिक पद्धतीने दूरस्थ ई-मतदान ऑगस्ट १०, २०१८ रोजी सायं. ५.०० वा.नंतर करता येणार नाही.

vi) कोणीही व्यक्ती, ज्यांनी कंपनीची भागधारणा आणि कंपनीचे सभासद वार्षिक सर्वसाधारण सभेची सूचना पाठविल्यानंतर आणि कट ऑफ दिनांक म्हणजेच ऑगस्ट ०३, २०१८ पूर्वी झालेले आहेत, त्यांनी दूरस्थ मतदानाच्या प्रक्रियेचा अवलंब करावा.

vii) सभासदांनी नोंद घ्यावी की, ए) सीडीएसएलद्वारे दूरस्थ ई-मतदानाचे मॉड्यूल ऑगस्ट १०, २०१८ रोजी सायं. ५.०० वा. नंतर काढून टाकण्यात येईल आणि सभासदाद्वारे ठरावांवर एकदा मतदान करण्यात आल्यानंतर सभासदांना नंतर ते परत बदलता येणार नाही. **बी)** वार्षिक सर्वसाधारण सभेच्या ठिकाणी मतदान पत्रिकेद्वारे मतदान करण्याची सुविधा उपलब्ध करण्यात आली आहे. **सी)** वार्षिक सर्वसाधारण सभेपूर्वी ज्या सभासदांनी दूरस्थ ई-मतदान पद्धतीद्वारे मतदान केले आहे, ते वार्षिक सर्वसाधारण सभेला हजर राहू शकतात, परंतु पुन्हा मत देण्यास पात्र ठरणार नाहीत आणि **डी)** व्यक्ती ज्यांची नावे सभासदांच्या नोंदवहीमध्ये किंवा डिपॉझिटरीद्वारे राखण्यात येणा-या लाभार्थी मालकांच्या नोंदवहीमध्ये कट ऑफ दिनांकानुसार नोंद करण्यात आली आहेत, त्यांनाच दूरस्थ ई-मतदान पद्धतीचा किंवा वार्षिक सर्वसाधारण सभेच्या ठिकाणी मतदान करता येईल.

viii) वार्षिक सर्वसाधारण सभेची सूचना कंपनीच्या **www.thyrocare.com** या संकेतस्थळावर आणि सीडीएसएलच्या दूरस्थ ई-मतदानाच्या **www.evotingindia.com** वरदेखील उपलब्ध आहे.

जर दूरस्थ ई-मतदानाच्या संदर्भात तुमच्या कोणत्याही शंका किंवा समस्या असल्यास तुम्ही फ्रिक्वेंटली आस्क्ड क्वेश्चन्स (FAQ) चा संदर्भ घेऊ शकता आणि www.evotingindia.com वर उपलब्ध असलेल्या ई-व्होटिंग मॅन्युअलअंतर्गत असलेल्या हेल्प विभागाचा संदर्भ घेऊ शकता किंवा ***helpdesk.evoting@cdslindia.com*** वर ई-मेल करा.

सभासद टोल फ्री क्र.: १८०० २०० ५५३३ वर कॉल करू शकतात किंवा श्री. राकेश दळवी, उपव्यवस्थापक, १६ वा मजला, फिरोझ जीजीभॉय टॉवर्स, दलाल स्ट्रीट, फोर्ट, मुंबई-४००००१ यांना संपर्क करा. ई-मेल **helpdesk.evoting@cdslindia.com** वर दूरस्थ ई-मतदानासंबंधी समस्येकरिता मेल करता येईल.

४. कंपनीच्या सभासदांची नोंदवही आणि भाग हस्तांतरण वही ऑगस्ट ०४, २०१८ ते ऑगस्ट ११, २०१८ (दोन्ही दिवस धरून) वार्षिक समाप्तीसाठी आणि वित्तीय वर्ष २०१७-२०१८ साठीच्या अंतिम लाभांशाच्या प्रदानासाठी सभासदांच्या पात्रतेसाठी बंद ठेवण्यात येईल. ।

थायरोकेअर टेक्नोलॉजिज लिमिटेडकरिता
सही/
रामजी दोराई
हेड (एल ॲण्ड एस) व कंपनी सचिव

ठिकाण : नवी मुंबई
दिनांक : २१.०७.२०१८