

August 14, 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, as already intimated to you, the 18th Annual General Meeting of our company scheduled to be held on Saturday, August 11, 2018 at 04.30 P.M. has been postponed and will now be held on Saturday, September, 01, 2018 at 03.00 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 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. 25th 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, there is no change in the closure of Register of Members and Share Transfer Books of the Company i.e. from August 04, 2018 to August 11, 2018 (both days inclusive) for the purpose of payment of final dividend, on approval by shareholders.

Yours Faithfully,

For **Thyrocare Technologies Limited**,



Ramjee Dorai

Company Secretary and Compliance Officer



Thyrocare Technologies Limited

📍 D-37/1, TTC MIDC, Turbhe, Navi Mumbai - 400 703, India ☎ 022- 3090 0000 / 4125 2525

✉ enquiry@thyrocare.com 🌐 www.thyrocare.com

(CIN : L85110MH2000PLC123882)

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Company will be held at 3.00 P.M. on Saturday, September 01, 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 options by 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 & 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."

9. Buy Back Proposal:

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

"RESOLVED THAT pursuant to Article 13 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debentures) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buyback Regulations"), as amended from time to time, and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company ("Board"), (which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the Members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten) each, at a price not exceeding ₹ 730/- (Rupees Seven Hundred and Thirty only) per Equity Share payable in cash, from the Members of the Company, other than the Promoters and Shareholders belonging to Promoter Group, through Open Market through the Stock Exchanges, as prescribed under the Buyback Regulations ("Buyback"), up to 8,63,013 (Eight Lakhs Sixty Three Thousand and Thirteen) Equity Shares for an aggregate consideration which shall not exceed ₹ 63,00,00,000/- (Rupees Sixty Three Crores only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. (hereinafter referred to as "Transaction Costs"), being 14.97% of the aggregate of the paid-up share capital and free reserves as per the audited financial statements of

the Company as on March 31, 2018, to be paid out of the Free Reserves of the Company (including Securities Premium Account) and Retained Earnings"

"RESOLVED FURTHER THAT the Company proposes to utilise at least 50% of the said amount, viz. ₹ 31,50,00,000/- (Rupees Thirty One Crore and Fifty Lakhs only) for Buyback, excluding Transaction Costs, representing 7.49% of the paid-up share capital and free reserves as per the audited financial statements of the Company as on March 31, 2018.

"RESOLVED FURTHER THAT the Buyback from non-resident shareholders, overseas corporate bodies, foreign institutional investors, foreign portfolio investors, and any other shareholders of foreign nationality / origin / domicile shall be subject to such approvals as may be required, including approvals from the Reserve Bank of India under the applicable Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee ("Buyback Committee") in order to give effect to this resolution, including but not limited to Finalizing the terms of the Buyback such as Opening Date, Closing Date, Appointments of merchant banker, brokers, registrar, lawyers, depository participants, escrow agents, advertising agencies, and other advisors, consultants/ intermediaries/ agencies, as may be required, for implementation of the Buyback; Preparation, finalizing, signing and filing of the Public Announcements, with the Securities and Exchange Board of India ("SEBI"), the stock exchanges where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation / issue /filing / release of necessary documents including Pre Buyback / Post Buyback Public Announcements, Opening, operation and closure of necessary bank accounts including escrow account, Entering into necessary agreements, Filing of declaration of solvency, Obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, commencing the Buy-back and deciding on the number of Equity Shares and price at which orders would be placed with the brokers and timing thereof, Extinguishment of dematerialized shares and physical destruction of share certificates in respect of the physical Equity Shares bought back by the Company, and sign and submit such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with SEBI, RBI, stock exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities, and settling all questions, difficulties or doubts that may arise in relation to the proposed Buy-back at any stage in confirmations as may be necessary for the implementation of the Buyback, without requiring to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto

expressly by the authority of this resolution, as may be required from time to time”.

“RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any Members to offer and/or any obligation on the part of the Company or the Board or the Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and the Buyback Committee be and are hereby empowered and authorised severally on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements or any conditions laid down by any authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board / Buyback Committee may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the actual number of Equity Shares bought back will depend upon the actual price paid for the Buyback, excluding the Transaction Costs paid for the Equity Shares bought back and the aggregate amount paid in the Buyback, subject to the Maximum Buyback Size

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the accumulated internal accruals and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Company shall intimate the Stock Exchanges and shall upload the information regarding the Equity Shares bought-back on its website on a daily basis as prescribed by the Buyback Regulations.”

By Order of the Board
For **Thyrocare Technologies Limited**

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

August 04, 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 would 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 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. The Board of Directors, at their meeting held on 04-08-2018, decided to approve a proposal to buy back equity shares of ₹ 10/- each at a price not exceeding ₹ 730/- (Rupees Seven Hundred and Thirty only), for an aggregate amount not exceeding ₹ 63,00,00,000/- (Rupees Sixty Three Crores only) with the objective of returning surplus cash to the shareholders, and to enhance the share value in the long run. As the approval of shareholders is required for this proposal, the Board of Directors decided to postpone the 18th Annual General Meeting to 01 September 2018. Hence this revised notice is being issued.
17. 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 25-08-2018, 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 29, 2018 upto 5.00 P.M. on Friday, August 31, 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

August 04, 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	<p>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.</p> <p>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.</p>
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:								
		<table border="1"><tr><td>< 20% Growth</td><td>0.08%</td></tr><tr><td>> 20% Growth</td><td>0.10%</td></tr><tr><td>> 30% Growth</td><td>0.12%</td></tr></table>	< 20% Growth	0.08%	> 20% Growth	0.10%	> 30% Growth	0.12%		
< 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:								
		<table border="1"><thead><tr><th><i>Financial Year</i></th><th><i>Stock Options equivalent to</i></th></tr></thead><tbody><tr><td>2014-15</td><td>40,434 Equity Shares</td></tr><tr><td>2015-16</td><td>50,537 Equity Shares</td></tr><tr><td>2016-17</td><td>50,529 Equity Shares</td></tr></tbody></table>	<i>Financial Year</i>	<i>Stock Options equivalent to</i>	2014-15	40,434 Equity Shares	2015-16	50,537 Equity Shares	2016-17	50,529 Equity Shares
<i>Financial Year</i>	<i>Stock Options equivalent to</i>									
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.

Item No. 9: Approval of Buy Back of Equity Shares:

The Board of Directors of the Company at its meeting held on Saturday, August 04, 2018, (“Board Meeting”) has, subject to the approval of the Members of the Company by way of Special Resolution and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buyback of fully paid-up Equity Shares of face value of Rs 10/- (Rupee Ten) each (“Equity Shares”) up to 8,63,013 (Eight Lakhs Sixty Three Thousand and Thirteen) Equity Shares, through Open Market through Stock Exchanges, as provided under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (“Buyback Regulations”), as amended from time to time, at a price of ₹ 730/- (Rupees Seven Hundred and Thirty only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 63,00,00,000/- (Rupees Sixty Three Crores only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. (“Buyback”). The Buyback is within 15% of the aggregate of paid-up capital and free reserves of the Company as per audited financial statements of the Company as on March 31, 2018 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback). The Offer Size of the Buyback constitutes 14.97% of the aggregate paid-up share capital and free reserves of the Company, and represents 1.61% of the total issued and paid-up equity share capital of the Company.

Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buyback, by way of a special resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution provided in this Notice.

Requisite details relating to the Buyback, pursuant to Schedule II – Part A of the SEBI (Buy Back of Securities) Regulations, 1998, as amended, are given below:

i.	Date of the Board meeting at which the proposal for buy back was approved by the Board of Directors of the company;	The Proposal for Buyback was approved by the Board of Directors of the Company at its meeting held on August 04, 2018.
ii.	Necessity for the buy back;	The current Buyback is considered necessary to achieve the objective of returning the Surplus cash to the shareholders, improving the Company’s Return on Equity and increasing shareholder value in the longer term.
iii.	Maximum amount required under the buy back and its percentage of the total paid up capital and free reserves;	The Maximum amount of the Buyback is ₹ 63,00,00,000/- (Rupees Sixty Three Crores) and its percentage of the total paid up capital and free reserves is 14.97%.
iv.	Maximum price at which the shares or other specified securities are proposed be bought back and the basis of arriving at the buyback price;	The maximum price would be ₹ 730/- (Rupees Seven Hundred and Thirty only) per share. This was decided taking into consideration various factors including (but not limited to) stock price performance on the Stock Exchange, book value, other financial ratios, and the possible impact of the Buy-back on the Company’s earnings per share.
v.	Maximum number of securities that the company proposes to buy back;	8,63,013 (Eight Lakhs Sixty Three Thousand and Thirteen only)
vi.	Method to be adopted for buyback as referred in sub-regulation(1) of regulation 4;	The shares would be acquired by the Open Market Method through Stock Exchanges.

- | | | |
|----------|--|--|
| vii. (a) | the aggregate shareholding of the promoter and of the directors of the promoters, where the promoter is a company and of persons who are in control of the company as on the date of the notice convening the General Meeting or the Meeting of the Board of Directors; | The Promoters and the Shareholders belonging to Promoter Group are holding 3,43,61,745 shares representing 63.96% of the total paid up equity capital of the Company. |
| (b) | aggregate number of shares or other specified securities purchased or sold by persons including persons mentioned in (a) above from a period of six months preceding the date of the Board Meeting at which the buyback was approved till the date of notice convening the general meeting | Nil – There has been no purchase or sale of shares by the Promoters or other Shareholders belonging to the Promoter Group during the period mentioned above |
| (c) | the maximum and minimum price at which purchases and sales referred to in (b) above were made along with the relevant dates; | Not applicable |
| viii. | Intention of the promoters and persons in control of the company to tender shares or other specified securities for buy-back indicating the number of shares or other specified securities ,details of acquisition with dates and price; | The Promoters and the Shareholders belonging to the Promoter Group are not permitted to offer any shares in the buyback and the buyback is open only to the public shareholders. |
- ix. The Board of Directors confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;
- x. The Board of Directors confirms that it has made a full enquiry into the affairs and prospects of the company and that they have formed the opinion-
- that immediately following the date on which the General Meeting or the meeting of the Board of Directors is convened there will be no grounds on which the company could be found unable to pay its debts;
 - as regards its prospects for the year immediately following that date that, having regard to their intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in their view be available to the company during that year, the company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
 - in forming their opinion for the above purposes, the directors shall take into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 2013 (including prospective and contingent liabilities);
- xi. The report addressed to the Board of Directors of the Company on determination of the permissible capital payment for the equity shares in question and the opinion formed by directors regarding insolvency is reproduced below:

The Board of Directors

Thyrocare Technologies Limited

D/37-1, TTC Industrial Area

MIDC, Turbhe

NAVI MUMBAI 400 703

Dear Sirs,

Statutory Auditors' Report in respect of proposed buyback of equity shares by Thyrocare Technologies Limited ("the Company") in terms of clause (xi) of Part A of Schedule II of Securities and Exchange Board of India (Buy -Back of Securities) Regulations, 1998, as amended ("the SEBI Buyback Regulations") and Section 68 of the Companies Act, 2013 ("the Act").

- This report is issued in accordance with the terms of our engagement letter dated 27 July 2018. The Board of Directors of Thyrocare Technologies Limited have approved a proposed buyback of equity shares by the Company at its meeting held on 04 August 2018 in pursuance of the provisions of Section 68, 69 and 70 of the Act and the SEBI Buyback Regulations.
- The accompanying Statement of permissible capital payment ("Annexure A") as at 31 March 2018 (hereinafter referred to as "the Statement") is prepared by the Management. We have initialed the Statement for identification purposes only.

Management's Responsibility

- The preparation of the Statement in accordance with Section 68 of the Act including the relevant rules issued thereunder and the compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of

the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimated that are reasonable in the circumstances.

Auditors' Responsibility

4. Pursuant to the requirements of Section 68 of the Act and the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:
 - i. whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2018;
 - ii. if the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements in accordance with Section 68 of the Act; and
 - iii. if the Board of Directors in their meeting dated 04 August 2018, have formed the opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
5. The standalone financial statements referred to in paragraph 4 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated 28 April 2018.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Report

8. Based on inquiries conducted and our examination as above, we report that:
 - a) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for the year ended 31 March 2018.
 - b) The amount of permissible capital payment towards buyback of equity shares as computed in the Statement attached herewith is, in our view properly determined as follows in accordance with Section 68 of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for the year ended 31 March 2018; and
 - c) The Board of Directors of the Company, in their meeting held on 04 August 2018 have formed their opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board Meeting resolution dated 04 August 2018.

Restriction on Use

9. This report has been issued at the specific request of the Company solely for use of the Company
 - (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the SEBI Buyback Regulations;
 - (ii) to enable the Board of Directors of the Company to include in the public announcement, and other documents pertaining to buyback of the Company or filed with (a) the Registrar of Companies, the Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited and National Securities Depository Limited; and
 - (iii) for providing to the authorized dealer for the purpose of capital payment. Accordingly, this report may not be suitable for any other purpose and we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Rajesh Mehra
Partner
Membership No. 103145

Mumbai
04, August 2018

Annexure A

(₹ in million)

Paid up equity share capital as at 31 March 2018 53,723,533 equity shares of ₹ 10 each	537.24
Free reserves as at 31 March 2018:	
Securities Premium	1,272.28
General Reserve	91.67
Retained Earnings	2,306.94
Total Free reserves	4,208.13
Permissible Capital Payment in accordance with proviso to Section 68(2)(c) of the Act (25% of the paid up equity capital and free reserves)	1,052.03
Permissible Capital Payment for Buy-back under Open Market option, in accordance with proviso to Regulation 4 (1) (b) of the SEBI (Buy Back of Securities) Regulations, 1998, as amended. (15% of the paid up capital and free reserves)	631.22
Amount proposed by Board Resolution dated 4 August 2018 approving the Buyback, subject to shareholders approval by special resolution, based on the audited financial statements for the year ended 31 March 2018	630.00

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding equity shares of the Company. The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

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. 9 of the Notice, and none of them would be participating in the buyback offer.

By Order of the Board
For **Thyrocare Technologies Limited**

Ramjee Dorai
Head (L & S) and Company Secretary

August 04, 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), holding _____ 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, September 01, 2018, at 3.00 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.
9. To approve Buy Back proposal.

Signed this _____

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Please
affix Revenue
Stamp

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



Think Thyroid. Think Thyrocare.

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 @ **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 @ **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 @ **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 @ **Sanpada Police Station** (opp. Hyundai Motors) Direct route.

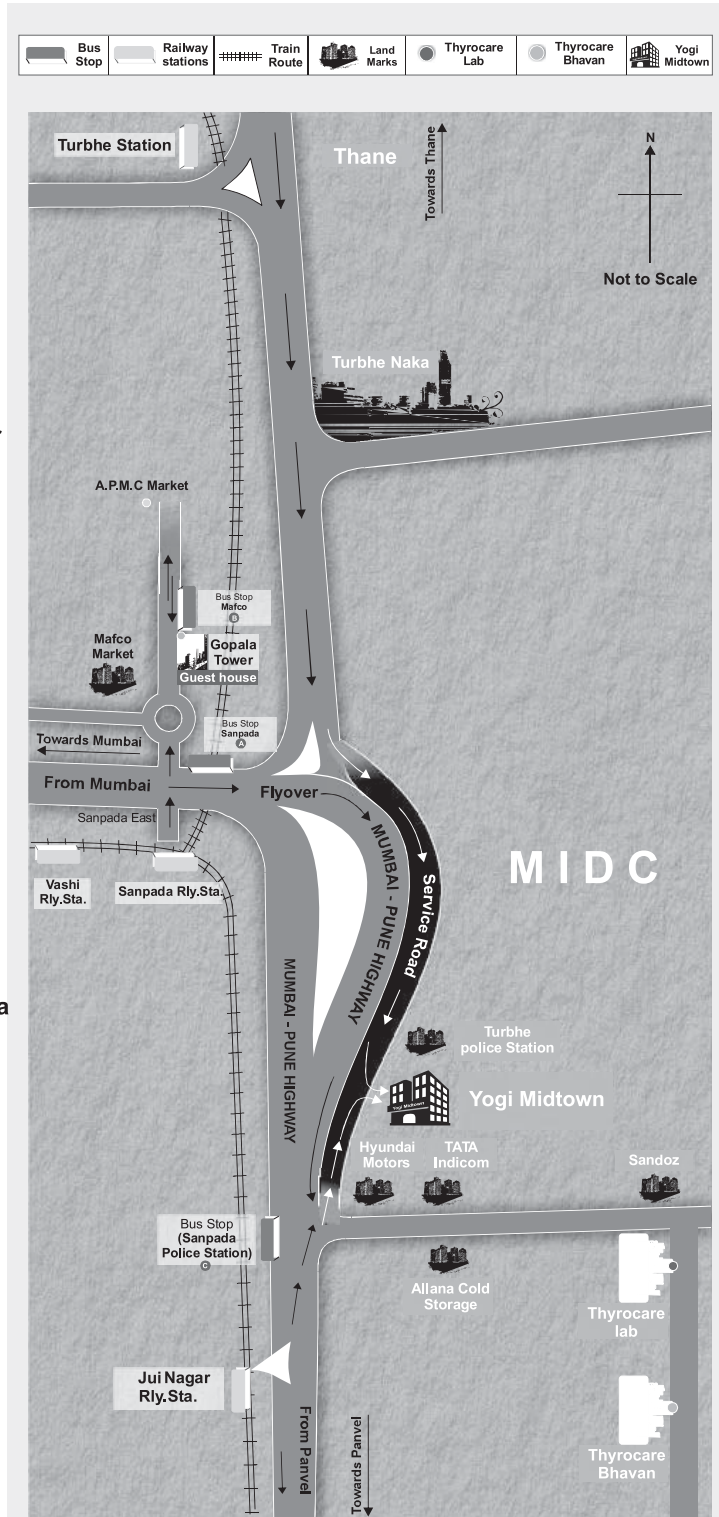
AGM Venue

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

Date : September 1, 2018

Day : Saturday

Time : 3.00 P.M.



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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

Revised 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, originally scheduled to be held on Saturday, August 11, 2018 and postponed, will now be held on Saturday, September 01, 2018, at 03.00 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 Revised Notice of Annual General Meeting have been sent to all those members whose email IDs are registered with the Company's Registrar & Share Transfer Agents/ Depository Participant(s), and Physical copies have been sent to all other members at their registered address in the permitted mode. The dispatch of the Revised Notice of Annual General Meeting has been completed on August 08/10, 2018. The Revised 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 25, 2018, may cast their vote electronically on all the items of Ordinary and Special Business as set out in the Revised 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 Revised Notice of the Annual General Meeting may be transacted through voting by electronic means;
 - ii) The remote e-voting shall commence on Wednesday, August 29, 2018 at 9:00 A.M.
 - iii) The remote e-voting shall end on Friday, August 31, 2018 at 5:00 P.M.
 - iv) The cut-off date for determining the eligibility to e-voting is August 25, 2018.
 - v) E-voting by electronic mode shall not be allowed beyond 5:00 P.M. on August 31, 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 25, 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 31, 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 Revised 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. There is no change in closure of Register of Members and the Share Transfer Books of the Company 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.

Place: Navi Mumbai
Date: 10-08-2018

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

Thyrocare®

Think Thyroid. Think Thyrocare.

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

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

याद्वारे सूचना देण्यात येते की,

१. कंपनीची १८ वी वार्षिक सर्वसाधारण सभा, जी मूळतः रानिवार, ऑगस्ट ११, २०१८ रोजी नियोजित करण्यात आली होती, ती आता रानिवार, सप्टेंबर १, २०१८ रोजी दु. ०३.०० वा. हॉटेल योगी मिडटाऊन, प्लॉट क्र. बीएक्स-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. सुधारित वार्षिक सर्वसाधारण सभेच्या सूचनेची आणि २०१८ करिता वार्षिक अहवालाच्या इलेक्ट्रॉनिक प्रती सर्व भागधारकांना ज्यांचे ईमेल कंपनीच्या रजिस्ट्रार आणि रोअर ट्रान्स्फर एजेंट/डिपॉझिटरी पार्टिसिपंट (स) यांच्याकडे नोंद आहेत त्यांना त्यांच्या नोंदणीकृत असणा-या पत्त्यावर पाठविण्यात आले आहेत. सुधारित वार्षिक सर्वसाधारण सभेची सूचना आणि २०१८ करिता वार्षिक अहवाल पाठविण्याचे काम ऑगस्ट ०८/१०, २०१८ रोजी पूर्ण झालेले आहे. सुधारित वार्षिक सर्वसाधारण सभेची सूचना आणि २०१८ करिता वार्षिक अहवाल कंपनीच्या www.thyrocare.com या संकेतस्थळावर देखील उपलब्ध आहे.

३. कट ऑफ दिनांक म्हणजेच ऑगस्ट २५, २०१८ अनुसार ज्या सभासदांनी प्रत्यक्ष स्वरूपामध्ये किंवा डिमॅटॅरियलाइज स्वरूपात भागांची धारणा केलेली आहे, असे सभासद सुधारित वार्षिक सर्वसाधारण सभेच्या सूचनेमध्ये नमूद करण्यात आलेल्या साधारण आणि विशेष व्यवसायाच्या सर्व बाबींवर इलेक्ट्रॉनिक पद्धतीने, जी सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड (सीडीएसएस)च्या दूरस्थ मतदान प्रणालीद्वारे वार्षिक सर्वसाधारण सभेच्या ठिकाणाव्यतिरिक्त अन्यत्र कोणत्याही ठिकाणातून इलेक्ट्रॉनिकली मतदान करू शकतात.

सर्व सभासदांना कळविण्यात येते की,

- सुधारित वार्षिक सर्वसाधारण सभेच्या सूचनेमध्ये देण्यात आलेल्या साधारण आणि विशेष व्यवसायाच्या सर्व प्रकारांवर विचार करण्यात येईल आणि इलेक्ट्रॉनिक पद्धतीने मतदान करता येईल.
- दूरस्थ ई-मतदानाची सुरवात बुधवार, ऑगस्ट २१, २०१८ रोजी सा. १.०० वा. पासून होईल.
- दूरस्थ ई-मतदान शुरुवार, ऑगस्ट ३१, २०१८ साय. ५.०० वा. रोजी समाप्त होईल.
- इलेक्ट्रॉनिक पद्धतीने मतदानाची पात्रता निश्चित करण्यासाठी शुरुवार, ऑगस्ट २५, २०१८ ही दिनांक निश्चित करण्यात आली आहे.
- इलेक्ट्रॉनिक पद्धतीने ई-मतदान ऑगस्ट ३१, २०१८, साय. ५.०० वा. नंतर करता येणार नाही.
- कोणीही व्यक्ती, जे कंपनीचे शेअर्स घेऊन कंपनीचे सभासद झाले आहेत व त्यांच्याकडे कट ऑफ दिनांक ऑगस्ट २५, २०१८ पर्यंत शेअर्स आहेत, ते दूरस्थ मतदानाच्या प्रक्रियेचा अवलंब करू शकतात.
- सभासदांनी नोंद घ्यावी की, (ए) सीडीएसएसद्वारे ई-मतदानाचे मॉड्यूल ऑगस्ट ३१, २०१८ रोजी साय. ५.०० वा. नंतर काढून टाकण्यात येईल आणि सभासदाद्वारे ठराबांवर एकदा मतदान करण्यात आल्यानंतर सभासदांना नंतर ते परत बदलता येणार नाहीत. (बी) वार्षिक सर्वसाधारण सभेच्या ठिकाणी मतदान प्रतिकेद्वारे 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) ज्या व्यक्तींची नावे सभासदांच्या नोंदवहीमध्ये किंवा डिपॉझिटरीद्वारे राखण्यात आलेल्या साभार्थी मालकांच्या नोंदवहीमध्ये कट ऑफ दिनांकानुसार नोंद करण्यात आली आहेत, त्यांनाच दूरस्थ ई-मतदान पद्धतीचा किंवा वार्षिक सर्वसाधारण सभेच्या ठिकाणी मतदान करता येईल.
- सुधारित वार्षिक सर्वसाधारण सभेची सूचना कंपनीच्या www.thyrocare.com या संकेतस्थळावर आणि सीडीएसएसच्या दूरस्थ ई-मतदानाच्या www.evotingindia.com वर देखील उपलब्ध आहे.

जर दूरस्थ ई-मतदानाच्या संदर्भात तुमच्या कोणत्याही शंका किंवा समस्या असल्यास तुम्ही फ्रिक्वेंटली आस्क्रेड क्वेश्चन्स (FAQ) चा संदर्भ घेऊ शकता आणि www.evotingindia.com वर उपलब्ध असलेल्या ई-व्हॉटिंग मॅन्युअलअंतर्गत असलेल्या हेलप 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 पर्यंत) वार्षिक सभासदीसाठी आणि वित्तीय वर्ष २०१७-२०१८ साठीच्या अंतिम साभार्थाच्या प्रदानासाठी सभासदांच्या पात्रतेसाठी बंद ठेवण्यात येईल.

ठिकाण : नवी मुंबई
दिनांक : १०.०८.२०१८

थायरोकेअर टेक्नोलॉजिज लिमिटेडकरिता

सह/ रामजी दोराई
हेड (एल अँड एस) व कंपनी सचिव