

Think Thyroid. Think Thyrocare.

July 22, 2017

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 17th Annual General Meeting of our company will be held at 10.30 a.m. on Saturday, August 12, 2017, 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 Sec. 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. A copy of newspaper advertisement issued by us pursuant to rule 4 (v) of the Companies (Management and 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 06, 2017 to August 12, 2017 (both days inclusive). The Board of Directors have recommended a final dividend of Rs. 5/- per share and if approved by the Shareholders, it will be paid to those shareholders whose names appear on the Register of Members as on August 05, 2017, which is fixed as the Record Date for this purpose. It is also the record date for determining the eligibility of voters to participate in e-voting facility.

Yours Faithfully,

For Thyrocare Technologies Limited,

Ramjee Dorai

Company Secretary and Compliance Officer



Thyrocare Technologies Limited

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Company will be held at 10.30 A.M. on Saturday, August 12, 2017, 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:

- To receive, consider and adopt the Stand-alone Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Board's Report and Auditors' Report thereon.
- To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Auditors' Report thereon.
- To confirm the Interim Dividend of ₹ 5/- already paid and declare a Final Dividend of ₹ 5/- per equity share, totaling to ₹ 10/- (Rupees Ten only) as total dividend, for the Financial Year 2016-17.
- To appoint a Director in the place of Mr. Sohil Chand (DIN No. 02170052) 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 and 142 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 this Annual General Meeting till the conclusion of the next 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:

Reappointment of Dr. A. Velumani (DIN No. 0002804) as Managing Director & Chief Executive Officer.

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 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and the Rules framed thereunder, as amended from time to time, Dr. A. Velumani, Chairman, be and is hereby reappointed as the Managing Director and Chief Executive Officer of the Company for a period of three years from 01-04-2017, and shall be paid monthly remuneration and perquisites as follows:

1. Salary:

Re. 1/- (Rupee One Only).

- 2. Perquisites: Perquisites will be in addition to salary.
- A. (i) Accommodation: He will be provided with rent-free accommodation including provision of gas, electricity, water and furnishing valued as per the Income Tax Rules, 1962.
 - (ii) Club Fees Fees of clubs subject to a maximum of two clubs, except admission and life membership fees.
 - (iii) Personal Accident Insurance As per rules of the Company.
- B. (i) Company's contribution to Provident Fund and Gratuity, as per the rules of the Company.
- C. (i) Free use of Car with Driver, the monetary value of which may be evaluated as per the Income tax Rules, 1962.
 - (ii) Free Telephone facility at residence and mobile phone.

Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director & CEO.

- (iii) Reimbursement of Expenses The Managing Director & CEO would be entitled to reimbursement of entertainment, travelling and all other expenses actually and properly incurred for the business of the Company.
- (iv) Privilege leave, sick leave and all other facilities according to the rules of the Company. Unavailed leave can be encashed at the end of the tenure.

Where, in any financial year during the currency of tenure of the Managing Director & CEO, the Company has not made profits or its profits are inadequate, the above token remuneration shall be paid to the Managing Director & CEO as minimum remuneration.

Reappointment of Mr. A. Sundararaju (DIN No. 00003260) as Executive Director & Chief Financial Officer.

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 188, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and the Rules framed thereunder, as amended from time to time, Mr. A. Sundararaju be and is hereby reappointed as the Executive Director and Chief Financial Officer of the Company for a period of three years from 01-04-2017, and shall be paid monthly remuneration and perquisites as follows:

1. Salary:

₹5,00,000/-(Rupees Five Lakhs only)

- 2. Perquisites: Perquisites will be in addition to salary.
- A. (i) Accommodation: He will be provided with rent-free accommodation including provision of gas, electricity, water and furnishing valued as per the Income Tax Rules, 1962.
 - (ii) Medical Reimbursement Reimbursement of Medical Expenses (including premium for medical and hospitalization insurance policy) incurred for self and family, subject to a ceiling of one month's salary per year or three months' salary in a period of three years.
 - (iii) Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company, but not exceeding one-month salary per year.
 - (iv) Club Fees Fees of clubs subject to a maximum of two clubs, except admission and life membership fees.

- (v) Personal Accident Insurance As per rules of the Company.
- B. (i) Company's contribution to Provident Fund and Gratuity as per the rules of the Company.
- C. (i) Free use of Car with Driver, the monetary value of which may be evaluated as per the Income tax Rules, 1962.
 - (ii) Free Telephone facility at residence and mobile phone.

Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director & CFO.

- (iii) Reimbursement of Expenses The Executive Director & CFO would be entitled to reimbursement of entertainment, travelling and all other expenses actually and properly incurred for the business of the Company.
- (iv) Privilege leave, sick leave and all other facilities according to the rules of the Company. Unavailed leave can be encashed at the end of the tenure.

Where, in any financial year during the currency of tenure of the Executive Director & CFO, the Company has not made profits or its profits are inadequate, the above remuneration or such remuneration as may be statutorily fixed as minimum remuneration, whichever is lower, shall be paid to the Executive Director & CFO.

Ratification of Remuneration to the Cost Auditor for the Financial Year 2016-17:

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, (including any amendment thereto or re-enactment thereof) 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 the audit of the cost records of the Company for the financial year 2016-17, excluding service tax, 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."

9. Approval of Employees Stock Option Scheme 2016-17:

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 50,529 equity shares of the Company, to the eligible employees of the Company as Employees Stock Option for the financial year 2016-17, to be exercised as per the rules of the scheme.

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, and amend them from time to time, 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, amendment, 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

Navi Mumbai, May 09, 2017

Registered office:

D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400 703

NOTES:

 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.

- 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 proxy shall not act as a proxy for any other member. 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 appropriate resolutions/authority, as applicable. Form of Proxy is attached.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the venue of the meeting.
- The Members / Proxies / Authorised Representatives are requested to bring their copy of the Annual Report along with the Attendance Slip, duly filled in, for attending the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from 06-08-2017 to 12-08-2017 (both days inclusive).
- 8. Subject to the provisions of the Companies Act, 2013, and other applicable statutory provisions, the final dividend, if approved by the Members, will be paid to those Members whose names appear on the Register of Members as on August 05, 2017, within 30 days from the date of declaration.
- 9. 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 2016-17.
- 10. Members are requested to send all communication, including change of address, updates of bank account details, etc., relating to the shares held by them (either in Physical or Electronic mode) to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited (Unit: Thyrocare Technologies Limited), C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai- 400 083.

- 11. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2016-17 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company's Registrar, Link Intime India Private Limited / Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not so registered their E-mail IDs, a physical copy of the Annual Report for 2016-17 is being sent by the permitted mode.
- 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.
- 13. 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 Participants. 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.
- 14. 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 are on the Register of Members as on August 05, 2017 (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 17th Annual General Meeting of the Company.

Voting through polling paper shall be made available to those Members who attend the Annual General Meeting and have not already cast their vote by remote e-voting.

Those Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed S. Anantha & Ved LLP, Practising Company Secretaries, Mulund (W), Mumbai-400080, as Scrutinizers to scrutinize the e-voting and polling process in a fair and transparent manner.

The Scrutiniser shall, within a period not exceeding three (3) days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results shall be declared by the Chairman or any other person authorised by him, within two days of passing the Resolutions at the Annual General Meeting. The results declared along with the scrutinizer's report shall be available at the Registered Office of the Company for inspection by any member of the Company up to two (2) days of passing of the resolutions at the Annual General Meeting of the Company. The results will also be placed on the website of the Company, www.thyrocare.com.

By order of the Board, For **Thyrocare Technologies Limited**

Ramjee Dorai

Head (L & S) and Company Secretary

Navi Mumbai, May 09, 2017

Registered office:

D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400 703

Note on Item No. 4:

Details of Mr. Sohil Chand, Director So 17th Annual General Meeting	eeking Re-appointment at the	
Date of Birth	13-04-1978	
Date of Appointment on the Company's Board as nominee director of Norwest Venture Partners.	29-09-2012	
Brief Resume	Mr. Sohil Chand holds Master's Degree from London School of Economics & Political Science and MBA from The College, University of Chicago. He joined NVP India as Managing Director in 2008. Previously, he was with Goldman Sach's Asian Special Situations Group, as Executive Director.	
Expertise in specific functional areas	He has nearly 20 years experience of financial, investment banking and private equity investment.	
Disclosure of inter-se relationship between directors and key managerial personnel	Nil	
Number of shares held in the Company	Nil. However, he is the nominee of Norwest Venture Partners VII-A, Mauritius, who are holding 50,64,880 equity shares in the Company.	

EXPLANATORY STATEMENT

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

Item No. 5:

At the last Annual General Meeting, 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. At this AGM, the proposal to reappoint M/s. B S R & Co. LLP, as the Statutory Auditors from the conclusion of the 17th AGM till the conclusion of the 18th AGM, is being placed before the Members for ratification.

Written consent of the proposed auditors, together with a certificate that their appointment, if made, will be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

The Audit Committee has considered the matter at its meeting held on 09-05-2017 and has recommended reappointment of M/s. B S R & Co. LLP. The Board of Directors have also, at their meeting held on 09-05-2017, considered the matter and decided to accept the recommendation of the Audit Committee and accordingly, recommend passing the Ordinary Resolution given under item No. 5 of the Notice for ratification of reappointment of M/s. B S R & Co. LLP as Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

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 Ordinary Resolution set out at item No. 5 of the Notice.

Item No. 6:

As the previous term of appointment of Dr. A. Velumani as Managing Director & CEO, approved by the Members would expire on 31-03-2017, the Board of Directors at their meeting held on 24-03-2017, reappointed him as the Managing Director & Chief Executive Officer of the Company for a further period of three years from 01-04-2017 subject to the approval of Members. Dr. A. Velumani, who was receiving a remuneration of ₹ 10,00,000/- at the time of reappointment, as fixed in 2014, opted to receive a token remuneration of Re. 1/- (Rupee One only) per month. Accordingly, the Board has reappointed him with the above token remuneration and on the perguisites and other terms & conditions as mentioned in the resolution. Dr. A. Velumani has been the Managing Director from inception and is responsible for the phenomenal growth of the Company and it is under his stewardship that the Company came out with IPO last year, which was over-subscribed more than 75 times, and received applications from more than 7.15 lakh retail investors. The Board of Directors recommends to the Members to approve the Resolution. He is related to Mr. A. Sundararaju, Executive

Director & CFO, and Miss. Amruta Velumani, Non-Executive Director. The information as required in accordance with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as follows:

- (a) Name of the related party: Dr. A. Velumani.
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. A. Sundararaju, Executive Director & Chief Financial Officer and Miss. Amruta Velumani, Non-Executive Director.
- (c) Nature of relationship: Dr. A. Velumani is the brother of Mr. A. Sundararaju, Executive Director & Chief Financial Officer, and father of Miss. Amruta Velumani, Non-Executive Director.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Dr. A. Velumani is reappointed as the Managing Director & Chief Executive Officer for a period of three years from 01-04-2017 on a token remuneration of Re.1/- with such perquisites and benefits, to be effective after approvals of members.

Disclosure of Interest:

Mr. A. Sundararaju, Executive Director & Chief Financial Officer, and Miss. Amruta Velumani, Non-Executive Director, being Brother and Daughter respectively of Dr. A. Velumani, should be deemed to be interested in passing of this Resolution to the extent of remuneration and other benefits payable to him. None of the other 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. 6 of the Notice.

Item No. 7:

As the previous term of appointment of Mr. A. Sundararaju as Executive Director & Chief Financial Officer, approved by the Members would expire on 31-03-2017, the Board of Directors at their meeting held on 24-03-2017, reappointed him as Executive Director & Chief Financial Officer of the Company, as recommended by the Audit Committee, for a further period of three years from 01-04-2017, Subject to the approval of Members. Mr. A. Sundararaju, who was receiving remuneration of ₹5,00,000/- at the time of reappointment, as fixed in 2014, opted to receive the same remuneration of ₹.5,00,000/- (Rupees Five Lakhs only) per month. Accordingly, the Board reappointed him with the above remuneration and on the perquisites and other terms & conditions as mentioned in the resolution. Mr. A. Sundararaju has been the Executive Director from inception and is responsible for the financial management and it is under his financial management that the Company remains a debtfree company. The Board of Directors recommends to the Members to approve the Resolution. He is related to Dr. A. Velumani, Chairman & Managing Director. The information as required in accordance with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as follows:

- (a) Name of the related party: Mr. A. Sundararaju.
- (b) Name of the Director or Key Managerial Personnel who is related: Dr. A. Velumani, Chairman & Managing Director.
- (c) Nature of relationship: Mr. A. Sundararaju is the brother of Dr. A. Velumani, Chairman & Managing Director.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Mr. A. Sundararaju is reappointed as the Executive Director & Chief Financial Officer for a period of three years from 01-04-2017 on the same salary of ₹5 lakhs, to be effective after approval of Members.

Disclosure of Interest:

Dr. A. Velumani, Chairman & Managing Director, being Brother of Mr. A. Sundararaju, should be deemed to be interested in passing of this Resolution to the extent of remuneration and other benefits payable to him. None of the other 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:

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 is required to appoint a cost auditor to conduct an audit of the cost records of Company for Financial Year 2016-17 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 has appointed Mr. S. Thangavelu, Cost and Management Accountant, Coimbatore, having Membership No. 11315 as the Cost Auditor of the Company, at their meeting held on July 22, 2016 for the financial year 2016-2017 on a remuneration of ₹ 1,00,000/-, plus reimbursement of service tax 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 Board of Directors recommends 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:

The Company had allotted 33,650 Nos. of equity shares of the Company in the year 2014 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 last year, the total number of shares registered in the name of the Trust had gone up to 1,34,600. These shares vested on the eligible employees on April 01, 2017 and the process of transferring the shares to the employees concerned has been initiated.

The Company had also decided in addition to grant them 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 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 had issued stock options aggregating to 40,434 shares for the year 2014-15 and 50,537 shares for the year 2015-16 to the eligible employees.

The Growth during the year under review has been more than 20% and hence, it is proposed to distribute Stock Options equivalent to 0.10% of the paid-up capital of the Company, aggregating to 50,529 equity shares, (with individual entitlements rounded off) as Employees Stock Options for the Financial Year 2016-17.

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 of Employees Stock Option Schemes 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 2017 are as follows:

α	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 consisting of 505,35,971 equity shares of Rs.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 Board of Directors for each year.		
		The Company has already issued Stock Options equivalent to 40,434 Equity Shares for FY 2014-15 and Stock Options equivalent to 50,537 Equity Shares for FY 2015-16. For the FY 2016-17, the Company has proposed to issue Stock Options equivalent to 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 50,529 Equity Shares.		
С	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);	Those employees who have completed specified period of service as on the date of sanction of the Scheme by the Board for the each year 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 specified minimum period from the date of granting the Option, which is presently fixed as three years.		
е	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 for the year under review.		
f	Exercise price, SAR price, purchase price or pricing formula;	Exercise price will be Rs. 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 the specified period 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 50,529 equity shares were 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 administered through a trust.		
I	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 Company will provide interest-free loan, if necessary, which the Trust will repay on receipt of the amount from the employees who exercise the option.		
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.		

conform to the accounting policies specified in 15. regulation 15;

Statutory Reports

A statement to the effect that the company shall The Company will conform to the accounting policies specified in regulation

options or SARs;

The method which the company shall use to value its Intrinsic value method would be used for valuation of the Options granted.

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 specified period from the date of granting. .

In order to administer the Scheme, the Board of Directors has formed a Trust, viz. Thyrocare Employees Stock Option Trust. The Options will be under the control of the Trust. 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.

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.

> By order of the Board, For Thyrocare Technologies Limited

> > Ramjee Dorai

Head (L & S) and Company Secretary

Navi Mumbai, May 09, 2017

Registered office:

D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400 703

FORM NO. MGT-11 PROXY FORM

0

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

CIN: U85110MH2000PLC123882

Name of the Company: THYROCARE TECHNOLOGIES LIMITED

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

No	ime of Members:		
Re	gistered Address:		
E-r	nail ID:		
Fo	lio no./Client ID No. :		
DF	PID:		
			
I/W	e, being the member (s) of equity shares of the above named Con	npany, hereby appoi	nt
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		
to b	ny/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Come held on Saturday, August 12, 2017, at 10.30 A.M., at Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pi705 and/or at any adjournment thereof in respect of resolutions as are indicated below:		
Reso	plution No.:		
Ord	inary Business:		
1.	To adopt the audited Standalone Financial Statements of the Company for FY 2016-17.		
2. 3.	To adopt the audited Consolidated Financial Statements of the Company for FY 2016-17. To declare Dividend for the Financial Year 2016-17.		
۶. 4.	To appoint a Director in the place of retiring Director, Mr. Sohil Chand (DIN. 02170052) who offers himself for reappoint	tment.	
5.	To ratify reappointment of M/s. B S R & Co. LLP as Statutory Auditors of the Company to hold office from the conclusion till the conclusion of the 18th Annual General Meeting		eral Meeting
Spe	cial Business:		
6. 7. 8.	To approve reappointment of Dr. A. Velumani (DIN: 00002804) as Managing Director and CEO of the Company. To approve reappointment of Mr. A. Sundararaju (DIN: 0003260) as Executive Director & CFO of the Company To ratify remuneration fixed for the Cost Auditor for FY 2016-17		
9.	To approve Employees Stock Option Scheme for the year 2016-17.		
Signed this		Please affix Revenue	
Sigr	nature of shareholder:	Stamp	
Sigr	nature of Proxy holder(s):		

Note:

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

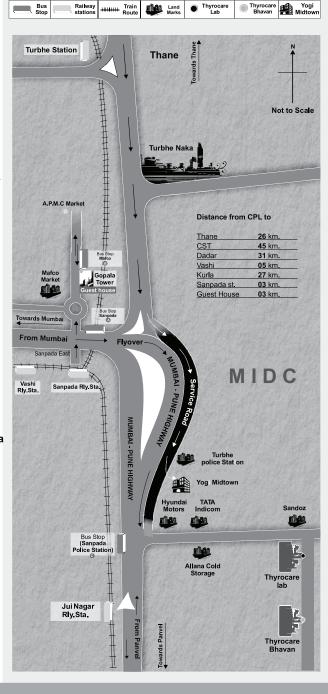
Catch Bus from **Dadar** for **Panvel (ST)** and get down at Bus Stop **3 Sanpada Police Station** (opp. Hyundai Motors) Direct route.

AGM Venue

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

Date: August 12, 2017

Day: Saturday
Time: 10:30. a.m.





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.U85110MH2000PLC123882

Website: www.thyrocare.com | Email: investor relations@thyrocare.com

NOTICE OF 17TH ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that:

- 1. The 17th Annual General Meeting of the Company will be held on Saturday, August 12, 2017 at 10:30 a.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 2017 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 2017 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 19/21, 2017 (Physical/Email). The Notice of the AGM and the Annual Report 2017 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 5, 2017, 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 09, 2017 at 9:00 a.m.;
 - iii) The remote e-voting shall end on Friday, August 11, 2017 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 Saturday, August 05, 2017 (End of the Day).
 - v) E-voting by electronic mode shall not be allowed beyond 5:00 p.m. on August 11, 2017;
 - 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 05, 2017 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 11, 2017 and once the vote on a resolution is cast by the member, the member 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; 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 e-voting website www.evotingindia.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.: 1800 200 5533 or contact Mr. Rakesh Dalvi, Deputy Manager, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001, *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 06, 2017 to August 12, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for the Financial Year 2016-2017.

For THYROCARE TECHNOLOGIES LIMITED

Sd/-

Ramjee Dorai

Head (L & S) & Company Secretary

Place: Navi Mumbai Date: 21-07-2017

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.U85110MH2000PLC123882

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

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

याद्वारे सूचना देण्यात येते की,

१. कंपनीची १७ वी वार्षिक सर्वसाधारण सभा शनिवार, ऑगस्ट १२, २०१७ रोजी स. १०.३० वा. हॉटेल योगी मिडटाऊन, प्लॉट क्र. डीएक्स-१२, टीटीसी इंडस्ट्रियल एरिया, मुंबई-पुणे रोड, तुभें, 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 २०१७ करिता वार्षिक अहवालाच्या इलेक्ट्रॉनिक प्रती सर्व भागधारकांना ज्यांचे ईमेल कंपनीच्या रिजस्ट्रार आणि शेअर ट्रान्स्फर एजंट/डिपॉझिटरी पार्टिसिपंट(टंस) यांच्याकडे नोंद आहेत त्यांना पाठविण्यात आलेले आहेत. वार्षिक सर्वसाधारण सभेची सूचना आणि २०१७ करिताचा वार्षिक अहवाल उर्वरित सर्व सभासदांना त्यांच्या नोंदणीकृत असणाऱ्या पत्यावर सर्वमान्य पद्धतीने करा. वार्षिक सर्वसाधारण सभेची सूचना आणि २०१७ करिता वार्षिक अहवाल पाठविण्याचे काम जुलै १९/२१, २०१७ रोजी पूर्ण झालेले आहे. (प्रत्यक्ष/ईमेलद्वारे) एजीएमची सूचना आणि २०१७ करिताचा वार्षिक अहवाल कंपनीच्या www.thyrocare.com या संकेतस्थळावर्देखील उपलब्ध आहे.

३. कट ऑफ दिनांक म्हणजेच ऑगस्ट ५, २०१७ अनुसार ज्या सभासदोंनी 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 सर्व्हिसेस (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 ०९, २०१७ रोजी स. ९.०० वा.पासून होईल.

iii) दूरस्थ ई-मतदान शुक्रवार, ऑगस्ट ११, २०१७ रोजी समाप्त होईल.

iv) वार्षिक सर्वसाधारण सभेच्या ठिकाणी इलेक्ट्रॉनिक पद्धतीने मतदान करण्यासाठीची पात्रता निश्चित करण्यासाठी शनिवार, ऑगस्ट ०५,२०१७ हा दिनांक निश्चित करण्यात आला आहे. (दिवस संपेपर्यंत)

v) इलेक्ट्रॉनिक पद्धतीने दूरस्थ ई-मतदान ऑगस्ट ११, २०१७ 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 ०५, २०१७ पूर्वी झालेले आहेत, त्यांनी दूरस्थ मतदानाच्या प्रक्रियेचा अवलंब करावा.

vii) सभासदांनी नोंद घ्यावी की, : ए) सीडीएसएलद्वारे दूरस्थ ई-मतदानाचे मॉड्यूल ऑगस्ट ११, २०१७ 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 येणाऱ्या 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 आस्कड क्वेश्चन्स (एफएक्यू)चा संदर्भ घेऊ शकता आणि www.evotingindia.com वर उपलब्ध असलेल्या ई-व्होटिंग मॅन्युअलअंतर्गत असलेल्या हेल्प विभागाचा संदर्भ घ्या किंवा

helpdesk.evoting@cdslindia.com वर ई-मेल करा.

सभासद टोल फ्री क्र.: १८००२००५५३३ 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 ०६, २०१७ ते ऑगस्ट १२, २०१७ (दोन्ही दिवस धरून) वार्षिक समाप्तीसाठी

आणि वित्तीय वर्ष २०१६-२०१७ साठीच्या अंतिम लाभांशाच्या प्रदानासाठी सभासदांच्या पात्रतेसाठी बंद ठेवण्यात येईल.

थायरोकेअर टेक्नोलॉजिज लिमिटेडकरिता

ठिकाण : नवी मुंबई दिनांक : २१.०७.२०१७ सही/-रामजी दोराई हेड (एल ॲण्ड एस) व कंपनी सचिव