

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on code of governance is to ensure

- Highest levels of transparency and accountability in all facets of its operations;
- Equity and ethics in its interactions with all stakeholders, including Clients, Shareholders, Employees, Vendors and Business Partners.
- Commitment in its responsibility towards the Society as a whole.

The Company's basic goal is to maximize the overall shareholders' value, and all its business decisions and actions are oriented towards achieving this basic goal.

The Company has been following many of the Corporate Governance requirements voluntarily even before it became a listed company. This culture continues, and the Company is in full compliance with the requirements of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

2. BOARD OF DIRECTORS

a) Composition and Category of Directors:

The Board of Directors of the Company is headed by Dr. A. Velumani, Founder-Promoter of the Company. The Board consists of eight directors - Two Executive Directors, One Non-Executive Woman Director, one Non-Executive, Non-Independent Woman Director and Four Independent Directors. During the year under review, Mr. Sohil Chand, nominee director of an overseas investor, expressed his intention not to seek re-election when he retired at the 17th Annual General Meeting. Therefore, Dr. Indumati Gopinathan, whose candidature was proposed by a Member as required under the provisions of Section 160 of the Companies Act, 2013, was appointed as a Director in his place. With this, the Board has now two woman directors.

The following table gives details of current Composition and Category of Board of Directors:

S No.	Name	Director Identification No. (DIN)	Designation	Category
1	Dr. A. Velumani	00002804	Chairman & Managing Director	Executive Director – Promoter
2	Mr. A. Sundararaju	00003260	Executive Director & Chief Financial Officer	Executive Director – Promoter
3	Mr. Gopalkrishna Shivaram Hegde	00157676	Director	Independent Director
4	Mr. Vishwas Kulkarni	06953750	Director	Independent Director
5	Dr. Neetin Desai	02622364	Director	Independent Director
6	Mr. N. Palanisamy	06972368	Director	Independent Director
7	Miss. Amruta Velumani	06534120	Director	Non-Executive Woman Director - Promoter Group
8	Dr. Indumati Gopinathan	06779331	Director	Non-Executive, Non-Independent Director

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 read with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

b) Attendance of Directors at the meetings:

The details of attendance of the Directors at the Board Meetings held during the year ended March 31, 2018 and at the last Annual General Meeting are given below:

S. No.	Name	Board Meetings		Attendance at AGM held on 12-08-2017.
		Held during the tenure of the Director	Attended	
1	Dr. A. Velumani	4	4	Yes
2	Mr. A. Sundararaju	4	4	Yes
3	Mr. Sohil Chand *	1	1	NA
4	Mr. Gopalkrishna Shivaram Hegde	4	4	Yes
5	Mr. Vishwas Kulkarni	4	4	Yes
6	Dr. Neetin Desai	4	2	No
7	Mr. N. Palanisamy	4	4	No
8	Miss. Amruta Velumani	4	4	Yes
9	Dr. Indumati Gopinathan **	3	2	Yes

* Ceased to be a Director effective from 12-08-2017.

**Appointed as a Director effective from 12-08-2017.

c) Other Directorships & Committee Memberships/Chairmanships

The number of Directorships and Memberships / Chairmanship in the Committees in other public companies:

S. No.	Name	In Other Public Companies		
		No. of Directorships	No. of Committee Membership	No. of Committee Chairmanship
1	Dr. A. Velumani	3	-	-
2	Mr. A. Sundararaju	3	2	-
3	Mr. Gopalkrishna Shivaram Hegde	1	-	2
4	Mr. Vishwas Kulkarni	-	-	-
5	Dr. Neetin Desai	-	-	-
6	Mr. N. Palanisamy	-	-	-
7	Miss. Amruta Velumani	-	-	-
8	Dr. Indumati Gopinathan	-	-	-

d) Number of Board Meetings:

During the financial year 2017-18, there were four Board Meetings, held on

- (i) 09-05-2017,
- (ii) 12-08-2017,
- (iii) 09-12-2017, and
- (iv) 03-02-2018.

The maximum gap between two consecutive Board Meetings did not exceed 120 days.

e) Disclosure of relationship between Directors inter-se:

Dr. A. Velumani, Chairman & Managing Director and Mr. A. Sundararaju, Executive Director & Chief Financial Officer are related to each other as Brothers. Miss. Amruta Velumani, Non-Executive Director is the daughter of Dr. A. Velumani, Chairman & Managing Director. None of the other directors are related to any of the other directors.

f) Shares held by Non-Executive Directors:

S. No.	Name	Category of Director	No. of Equity Shares (Face value of ₹ 10/- each held in the Company)
1	Mr. Gopalkrishna Shivaram Hegde	Independent Director	-
2	Mr. Vishwas Kulkarni	Independent Director	-
3	Dr. Neetin Desai	Independent Director	-
4	Mr. N. Palanisamy	Independent Director	-
5	Miss. Amruta Velumani	Non-Executive, Woman Director (Promoter Group)	7,52,512
6	Dr. Indumati Gopinathan	Non-Executive, Non-Independent Director	-

g) Web-link where details of familiarisation programmes imparted to Independent Directors are disclosed.

Details of familiarisation programmes conducted for the Independent Directors are disclosed in Company's website [www.thyrocare.com/investor relations](http://www.thyrocare.com/investor%20relations)

3. AUDIT COMMITTEE:**a) Brief description of terms of reference:**

The terms of reference of Audit Committee are broadly as under:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board the appointment, remuneration and terms of appointment of the auditors of the Company;
3. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
4. Approval of payments to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public

or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed Offer by the Company;

8. Approval of any transactions of the Company with Related Parties, including any subsequent modifications thereof.
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Monitoring the end-use of funds raised through public offers and related matters;
13. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
14. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussing with internal auditors on any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Reviewing the functioning of the whistle blower mechanism;
21. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and
22. Carrying out such other function as may be required in pursuance of any decision of the Board of Directors or any provision under the Companies Act and Stock Exchange Listing Regulations or any other applicable law.”

The Audit Committee shall mandatorily review the following information:

1. Management’s discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
6. Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of the Listing Regulations.

The Audit Committee shall have the following powers:

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employee;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

b) Composition, names of members and chairperson:

The Audit Committee has been constituted with an Independent Director as Chairman, an Independent Director and an Executive Director (who is also Chief Financial Officer) as Members as shown below:

S. No.	Name	Category of Director	Position in Committee
1	Mr. Gopalkrishna Shivaram Hegde	Independent Director	Chairman
2	Mr. Vishwas Kulkarni	Independent Director	Member
3	Mr. A. Sundararaju	Executive Director & Chief Financial Officer	Member

The Company Secretary acts as the Secretary of the Audit Committee.

c) Meetings and attendance during the year:

During the year, there were four meetings of Audit Committee, held on 09-05-2017, 12-08-2017, 09-12-2017 and 03-02-2018.

The maximum gap between two consecutive Audit Committee Meetings did not exceed 120 days.

The details of attendance at the Committee are as follows:

S. No.	Name	Position	Committee Meetings	
			Held	Attended
1	Mr. Gopalkrishna Shivaram Hegde	Chairman	4	4
2	Mr. Vishwas Kulkarni	Member	4	4
3	Mr. Sohil Chand*	Member	1	1
4	Mr. A. Sundararaju**	Member	3	3

* Ceased to be a Member effective from 12-08-2017.

** Appointed as a Member effective from 12-08-2017.

4. NOMINATION & REMUNERATION COMMITTEE:**a) Brief description of terms of reference:**

The terms of reference of Nomination & Remuneration Committee are broadly as under:

Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

Formulating of criteria for evaluation of performance of the independent directors and the Board;

Devising a policy on Board diversity;

Identifying persons who qualify to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;

Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

Analysing, monitoring and reviewing various human resource and compensation matters;

Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 or the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as applicable;

Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or

The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.”

b) Composition, names of members and chairperson:

The Nomination & Remuneration Committee was constituted with an Independent Director as Chairman, an Independent Director and a Non-Executive Non-Independent Director as Members as shown below:

S. No.	Name	Category of Director	Position in Committee
1	Mr. Gopalkrishna Shivaram Hegde	Independent Director	Chairman
2	Mr. Vishwas Kulkarni	Independent Director	Member
3	Mr. Sohil Chand *	Non-Executive Nominee Director	Member
4	Dr. Indumati Gopinathan **	Non-Executive Non-Independent Director	Member

* Ceased to be a Member effective from 12-08-2017.

**Appointed as a Member effective from 12-08-2017.

c) Meetings and attendance during the year.

During the year, there were two meetings of Nomination & Remuneration Committee, held on 09-05-2017 and 09-12-2017. Details of attendance of Members of Nomination & Remuneration Committee are given below:

S. No.	Name	Position	Committee Meetings	
			Held	Attended
1	Mr. Gopalkrishna Shivaram Hegde	Chairman	2	2
2	Mr. Vishwas Kulkarni	Member	2	2
3	Mr. Sohil Chand *	Member	1	1
4	Dr. Indumati Gopinathan **	Member	1	1

* Upto the date he ceased to be a Member

** From the date she was appointed as a Member

The Company Secretary acts as the Secretary of the N & R Committee.

d) Performance evaluation criteria for independent directors:

Evaluation of performance of Independent Directors is carried out on the criteria of complying with statutory requirements applicable to independent directors, ability to understand the interests of the Company independent of any other factor, participation in the discussions, contribution to the decision-making, etc.

5. REMUNERATION TO DIRECTORS.

- a) The Independent Directors are paid sitting fee for the meetings attended by them, as approved by the Board of Directors. The details of sitting fees paid to them for the year under review are given below:

S. No.	Name of the Independent Director	Sitting Fee paid during the year - ₹
1	Mr. Gopalkrishna Shivaram Hegde	1,20,000
2	Mr. Vishwas Kulkarni	1,10,000
3	Dr. Neetin Desai	30,000
4	Mr. N. Palanisamy	50,000

- b) There were no pecuniary transactions with any of the non-executive directors of the Company, other than sitting fees paid to the Independent Directors, mentioned above.
- c) Dr. A. Velumani, Chairman & Managing Director and Mr. A. Sundararaju, Executive Director & Chief Financial Officer, are the two executive directors who received remuneration during the year under review. The details are given below:

Particulars	Dr. A. Velumani, Chairman & Managing Director	Mr. A. Sundararaju, Executive Director & Chief Financial Officer
Salary	₹ 12/- *	₹ 60,00,000/-
Benefits	-	-
Bonuses	-	-
Stock Option	-	-
Pension	-	-
Commission	-	-
Leave Encashment	-	-
Total	₹ 12/-	₹ 60,00,000/-
Service Contract	Appointed for a term of three years from April 01, 2017.	Appointed for a term of three years from April 01, 2017.
Notice Period	As per rules of the Company.	As per rules of the Company.
Severance Fees	Nil	Nil

* As already intimated, Dr. A. Velumani, Chairman & Managing Director, has opted to draw a token remuneration of Re. 1/- (Rupee One Only) per month. Mr. A. Sundararaju, Executive Director & Chief Financial Officer, has opted to draw a remuneration of ₹ 5 lakhs only per month for his entire tenure.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

a) Composition:

The Stakeholders Relationship Committee has been constituted with Mr. Gopalkrishna Shivaram Hegde, an Independent Director as Chairman, and an Executive Director and a Non-Executive Woman Director as Members as shown below:

S. No.	Name	Category of Director	Position in Committee
1	Mr. Gopalkrishna Shivaram Hegde	Independent Director	Chairman
2	Mr. A. Sundararaju	Executive Director & Chief Financial Officer	Member
3	Miss. Amruta Velumani	Non-Executive Woman Director	Member

b) Name and designation of the Compliance Officer:

Mr. Ramjee Dorai, Company Secretary & Compliance Officer.

- c) Number of shareholders' complaints received so far: 1
- d) Number not solved to the satisfaction of shareholders: Nil
- e) Number of pending complaints: Nil

7. GENERAL BODY MEETINGS:

a) Location and time, where last three Annual General Meetings held;

The last three Annual General Meetings of the Company were held as under:

AGM Detail	Venue	Time & Date
15th Annual General Meeting	Corporate Office of the Company at D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400 703	2.00 P.M. on September 26, 2015.
16th Annual General Meeting	Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400 705	2.30 P.M. on September 12, 2016.
17th Annual General Meeting	Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400 705	10.30 A.M. on August 12, 2017

b) Special resolutions passed in the previous three Annual General Meetings:

15th Annual General Meeting:

1. Appointment of BSR & Co. LLP as Auditors of the Company from the conclusion of 15th AGM till the conclusion of 16th AGM, in the place of M/s. BSR and Co., retiring auditors.
2. Issue of Stock Options equivalent to 40,434 equity shares to the eligible employees of the Company.

16th Annual General Meeting:

1. Issue of Stock Options equivalent to 50,537 equity shares to the eligible employees of the Company.

17th Annual General Meeting:

1. Issue of Stock Options equivalent to 50,529 equity shares to the eligible employees of the Company.

c) Whether any special resolution passed last year through postal ballot, details of voting pattern and (d) Person who conducted the postal ballot exercise:

During the year under review, no special resolution was passed through Postal Ballot.

e) Whether any special resolution is proposed to be conducted through postal ballot and (f) procedure for postal ballot:

None of the items to be transacted at the ensuing Annual General Meeting is required to be passed through Postal Ballot.

8) MEANS OF COMMUNICATION:

(a) quarterly results (b) newspapers wherein results normally published (c) any website, where displayed (d) whether it also displays official news releases; and (e) presentations made to institutional investors or to the analysts.

The Quarterly, Half-yearly and Annual results of the Company are published in leading newspapers in India, viz. The Financial Express and Lok Satta, and are displayed on the Company’s website “www.thyrocare.com > About > Investors”.

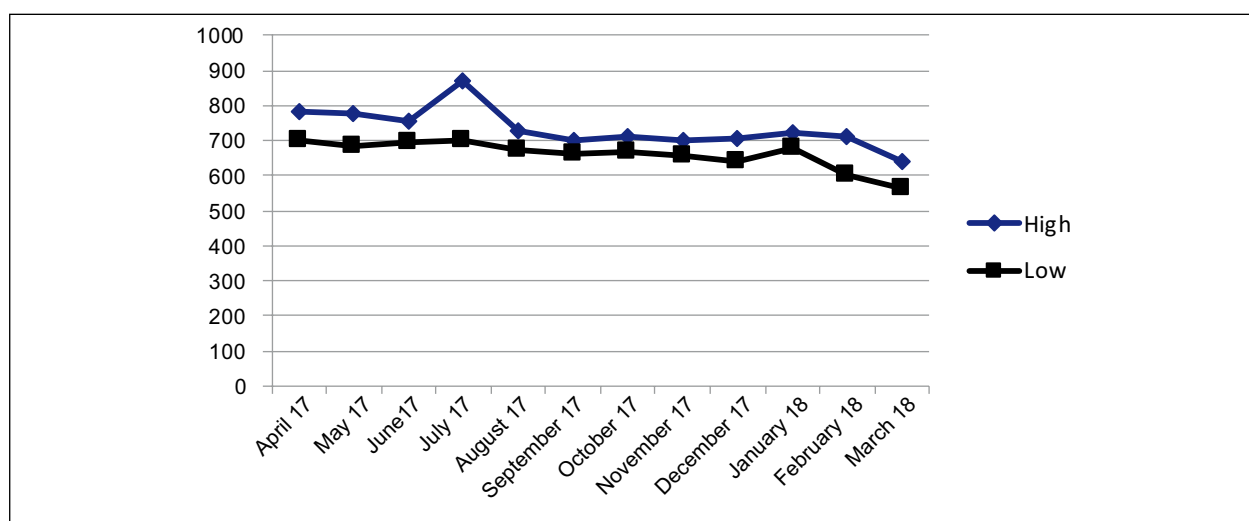
All advertisements, intimations given to the Stock Exchanges, transcripts of post-results conference calls and press releases, if any, are displayed on the Company’s website.

9) GENERAL SHAREHOLDER INFORMATION

A	18th Annual General Meeting	
	Date	11-08-2018
	Day	Saturday
	Time	4.30 P.M.
	Venue	Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400 705.
B	Financial Year	1st April to 31st March.
C	Dividend Payment Date	Within 30 days from the date of approval by the Board for Interim Dividend or Shareholders for final dividend.
D	Name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s);	National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051 BSE Limited, 1st Floor, P.J. Towers, Exchange Plaza, Dalal Street, Fort, Mumbai-400 001 Annual Listing fee has been paid to both the exchanges.
E	Stock Code	NSE – THYROCARE BSE – 539871

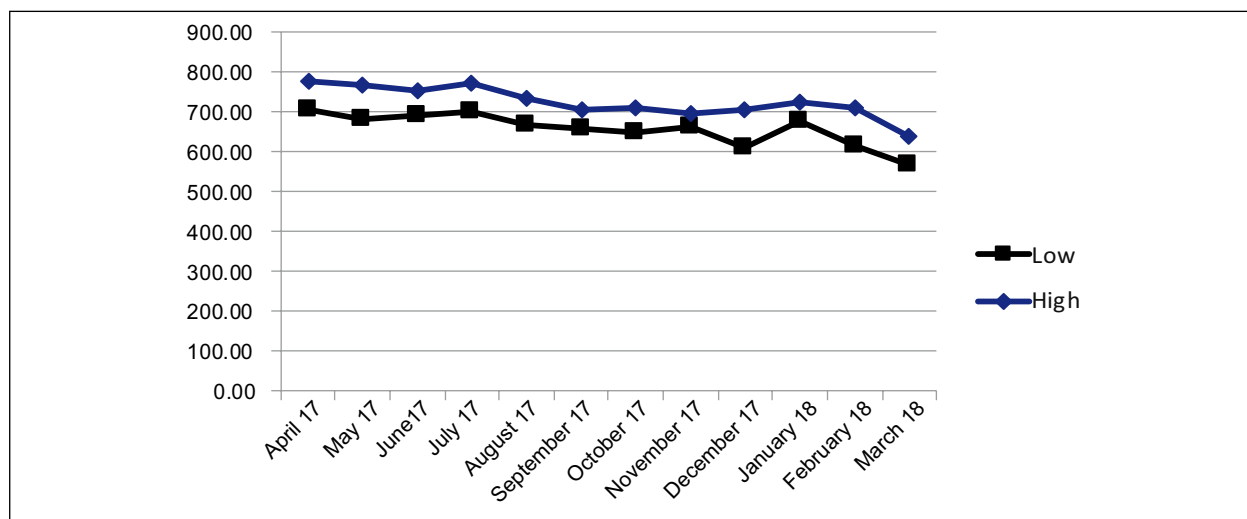
F. Share Price Movement at NSE

Month	High	Low	No. of shares traded
April-17	780.00	699.55	587187
May-17	777.00	685.40	737429
June-17	756.70	697.15	1280766
July-17	871.00	698.00	408571
August-17	729.60	675.55	1312844
September-17	698.90	663.50	636995
October-17	710.00	666.50	978581
November-17	702.00	658.90	973057
December-17	705.00	641.30	980228
January-18	724.00	679.95	1655413
February-18	712.00	600.15	1104020
March-18	641.95	565.50	666285



High / Low at BSE during each month in the year under review from the date of listing

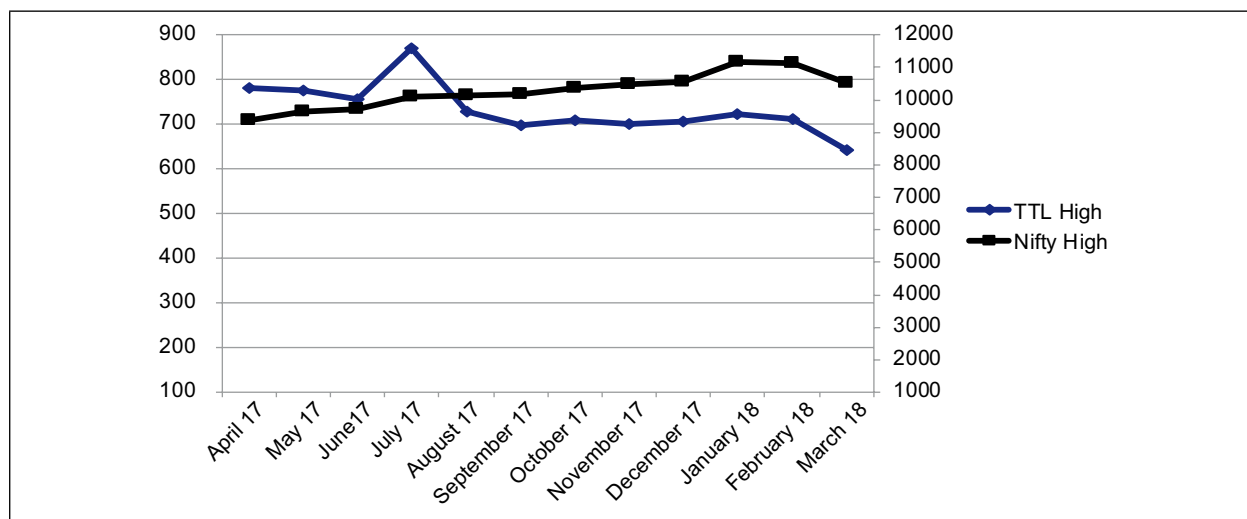
Month	High	Low	No. of shares traded
April-17	779.90	707.10	232478
May-17	770.00	684.60	227579
June-17	754.95	690.25	449874
July-17	772.95	700.00	50671
August-17	734.00	670.00	6278681
September-17	705.00	660.00	173346
October-17	712.00	650.40	755288
November-17	697.50	662.00	1104011
December-17	704.30	611.10	123083
January-18	725.00	680.00	261277
February-18	710.00	618.10	63590
March-18	638.00	570.00	169636



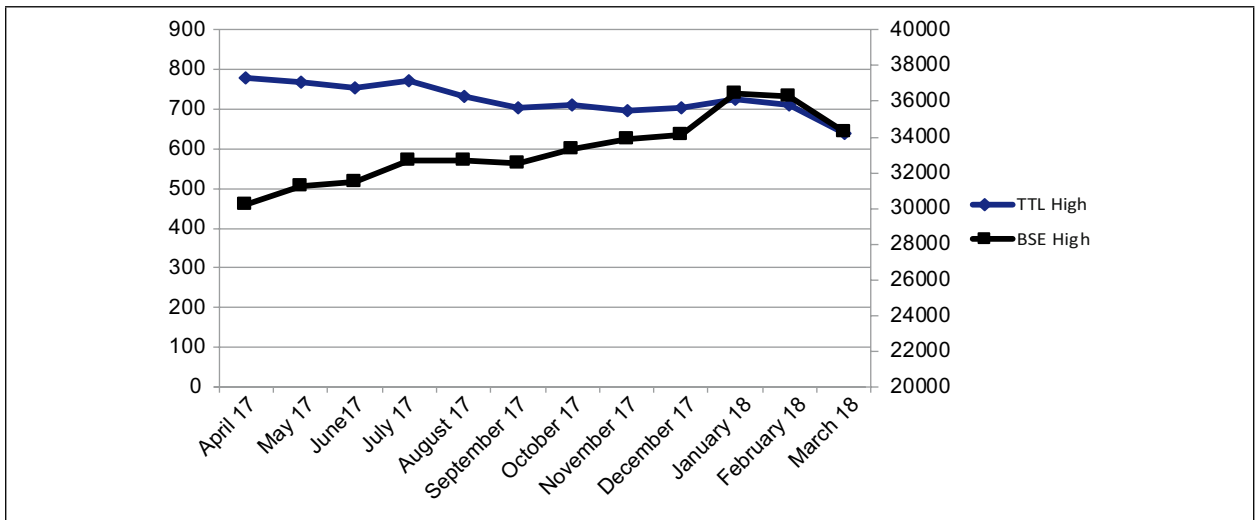
G Performance in comparison to broad-based indices: such as BSE sensex, CRISIL Index, etc.:

Comparison with Nifty High and BSE Sensex High, is given below:-

Comparison with Nifty High:



Comparison with BSE High:



H	Reasons for suspension, if any	There is no suspension.
I	Registrar to an issue and share transfer agents;	Link Intime India Pvt. Limited, C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai, MH 400083.
J	Share Transfer System	All shares are in demat form, except for five (5) shares, which are held in physical form by the concerned shareholder, as on 28-04-2018. Transfer of shares in demat form, is done by the depositories on receipt of appropriate Instruction Slip from the shareholder, without any involvement of the Company. If any shareholder rematerialises his shares and wishes to transfer the shares in physical form, the share transfer form, along with the physical share certificate, should be sent to the Registrars at the address given above. The transfer will be effected within 15 days, subject to the transfer documents being valid and complete in all respects.

K. Shareholding Pattern as on April 28, 2018

S., No.	Category	No. of shares	Percentage of shareholding
1	Promoters & Promoter Group	34361745	63.96
2	Mutual Funds	9690259	18.04
3	Banks, Financial Institutions & Insurance Companies	97409	0.18
4	FII's	5600858	10.43
5	Private Corporate Bodies	1047103	1.95
6	Indian Public	2603733	4.85
7	NRI's and OCB's	259810	0.48
8	Others	62616	0.12
	TOTAL	53723533	100.00

Distribution of Shareholding as on April 28, 2018.

SR. NO.	SHAREHOLDING RANGE			NO. OF SHARE-HOLDERS	PERCENTAGE OF TOTAL	TOTAL SHARES	PERCENTAGE OF TOTAL
1	1	to	500	26802	97.08	1318770	2.45
2	501	to	1000	392	1.42	291281	0.54
3	1001	to	2000	178	0.64	261988	0.49
4	2001	to	3000	55	0.20	139682	0.26
5	3001	to	4000	26	0.09	90377	0.17
6	4001	to	5000	15	0.05	71503	0.13
7	5001	to	10000	33	0.12	225435	0.42
8	10001	to	*****	107	0.39	51324497	95.53
Total				27,608	100.00	53,723,533	100.00

L) Dematerialization of shares and liquidity:

The Company's shares are dematerialised, with both the depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on date, except five (5) shares held in physical form, all other shares are held in dematerialised form only. ISIN No. allotted to the Company's shares is INE594H01019.

M) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

The Company has not issued any GDRs / ADRs or Warrants or any other Convertible Instruments that are outstanding.

N) Commodity price risk or foreign exchange risk and hedging activities;

The Company is not dealing in any commodities. The Company has foreign exchange exposure but it is not considered to necessary to have any hedging cover.

O) Plant locations:

The Company does not have any 'plants'. The Company's Central Processing Laboratory is at D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai- 400 703.

The Company has eight Regional Processing Laboratories at the following places:

- | | | |
|---------------|---------------|----------------|
| 1. New Delhi. | 2. Hyderabad. | 3. Coimbatore. |
| 4. Kolkata. | 5. Bhopal. | 6. Bangaluru. |
| 7. Mumbai | 8. Patna | |

P) Address for correspondence

Thyrocare Technologies Limited,
D-37/3, TTC Industrial Area,
MIDC, Turbhe,
Navi Mumbai 400 703.
Maharashtra.
Phone: 022-4125 2525 / 022-2762 2762
Fax: 022-2768 2409
Email: asr@thyrocare.com

10) OTHER DISCLOSURES:

(a)	disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;	Nil	
(b)	details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;	Nil	
(c)	details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;	Whistle Blower policy has been formulated as part of Vigil Mechanism introduced, and the details are available at the Company's website, "www.thyrocare.com". No personnel have been denied access to the Audit Committee.	
(d)	details of compliance with mandatory requirements and adoption of the non-mandatory requirements;	All mandatory requirements have been complied with. Adoption of non-mandatory requirements would be considered at appropriate time.	
(e)	web link where policy for determining material' subsidiaries is disclosed;	The policy for determining 'material subsidiaries' is disclosed at the company's website, "www.thyrocare.com".	
(f)	web link where policy on dealing with related party transactions;	The policy for dealing with Related Party transactions is disclosed at the company's website, "www.thyrocare.com".	
(g)	disclosure of commodity price risks and commodity hedging activities.	Not applicable, as the Company is not dealing with any 'commodities'.	
11)	Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed.	Not applicable, since all the requirements have been complied with.	
12)	The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.	Discretionary requirements would be adopted as and when felt appropriate.	
13)	The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.	The Company has complied with the requirements specified in regulation 17 to 27 and clauses (b) to (i) of Sub-regulation (2) of Regulation 46.	
D.	Declaration signed by the Chief Executive Officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.	Declaration signed by the Chief Executive Officer is attached.	
E.	Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors report.	Compliance Certificate from the Auditors is annexed.	
F.	Disclosures with respect to demat suspense account / unclaimed suspense account		
(1)	The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable:	NSDL	CDSL
(a)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year (at the time of listing after IPO)	0	0
(b)	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	0	0
(c)	number of shareholders to whom shares were transferred from suspense account during the year;	0	0
(d)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	0	0
(e)	that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	N.A.	N.A.