

# COVID:

Opportunity more  
than a Challenge

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Annual Report 2020-21





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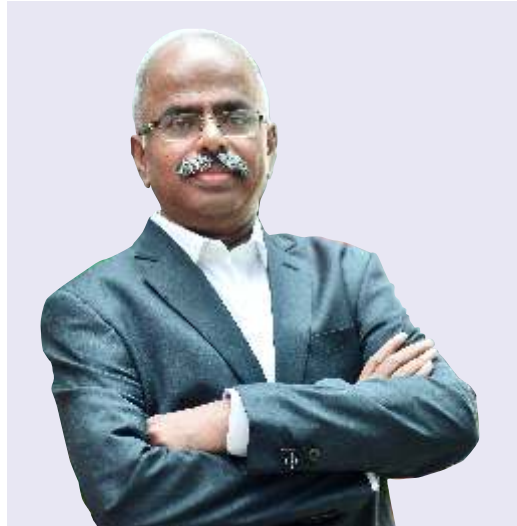
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# Message from the Chairman

Dear Shareholders,

It is my privilege to once again report to you our Company's performance. At the start of the financial year we were on the verge of crisis, the mankind has ever faced in the ages, and after almost a year now we are in situation, where none can predict if it is over or likely to get over. There were indications that the mankind has surpassed partially the pandemic, but sudden spike in the later part of the last financial year almost akin to that of the previous year, has laid us to believe that worst is not yet over. The second wave was far more explosive than anticipated, hitting 400,000 in six weeks whereas the first wave took six months to reach 100,000. While the state governments across the county has stepped up efforts for vaccination, still the country is facing challenges in certain states where infrastructure is not fully developed to cater to the menace of the pandemic.

As mentioned by me in last year we have proactively started scaling up capacities to widen our service reach and help the nation to fight the pandemic. In April 2020 we hardly had a capacity to do 1000 tests day which in March 2021 was scaled up to 25,000 tests a day. In parallel, we have setup COVID – RTPCR laboratories at Delhi and Bangalore too, that can test and report another 10,000 tests a day. I personally wish to thank all staff members, especially those in laboratory who bravely faced the virus directly in the time of fear and panic manufactured by media and social media. An area in which we had no expertise at all in April 2020, we become the largest private RTPCR testing laboratory in March 2021 and that confirms that we did see the opportunity early and wisely.



## Performance 2020-21

The Financial Year 2020-21 has been the most challenging for us among the last 20 years. As the last 10 days of the 2019-2020 became just zero due to national lockdown, Q1 of this financial year did only 15% of our normal non COVID business. Disastrous start was partly supported by RTPCR testing demand to see Q2 a better one. Outbreak of pandemic, subsequent lockdown and closure of roads, rails and Air logistics put many part of country to remain disconnected for more than 6 months for even non COVID business. This resulted in scaling down operations in many locations in pathology business and closing down many locations for PETCT business.

Having said that, Q3 saw a decline in first wave and non COVID business limped back to normalcy aided by pent up demand for wellness profiles. Unfortunately, a second wave which no one expected again brought curtains down in some parts of the country with partial lockdowns in March 2021, putting non COVID again a challenge. The second wave was far more explosive than anticipated,



Our topline, in spite of challenges, grew 18% to ₹474 Crores in 2020-21. The normalized EBITDA after adjusting for CSR and provision for bad and doubtful debts was Rs. 175.66 crore (37%). ”

TB has been an area of great interest, more for a social impact. Death due to TB is 10 times more than due to COVID, yet lack of focus on TB is a matter of grave concern. Sequencing is a technology which is not ideally used in diagnosis and its contribution in TB can be immense, especially in Drug Resistant variants of TB. Price – Volume appear to be highly motivating and company intends to launch TB Gene Sequencing (TGS) in Q2 of 2021.

hitting 400,000 in six weeks whereas the first wave took six months to reach 100,000. While the state governments across the country has stepped up efforts for vaccination, still the country is facing challenges in certain states where infrastructure is not fully developed to cater to the menace of the pandemic.

To sum up we had headwinds in Non COVID segment troubling but some tailwinds in COVID business helped us to end year 2021 well in spite of COVID disruption.

Our topline, in spite of challenges, grew 18% to ₹474 Crores in 2020-21. Stringent price regulations on COVID testing by various states throughout the country, coupled with high cost of operations for COVID testing and with erosion of non COVID business in particular wellness business in first two quarters of the financial year, has impacted the EBITDA slightly though it continued to be 35% plus in the current financial year. In the current financial year the EBITDA (unadjusted) was Rs. 170.08 crore (35.86% of income from operations). The normalized EBITDA after adjusting for CSR and provision for bad and doubtful debts was Rs. 175.66 crore (37%).

However, radiology business operated by subsidiary Nueclear Healthcare suffered a major setback due to lockdown in various states, priorities to COVID testing across the nation, suspension of operations at some of the centres. Despite this, Nueclear able to revive back the business and scan volumes in later part of the financial year.

### Strategy for business growth

While various industries have gone into distress due to COVID, Healthcare

appear to have a positive impact due to COVID. Government, through its budget communicate that more money would be put in healthcare, after understanding the glaring gaps which is exposed by COVID peak crisis. Also common man got panicked and now values health, wellness as priority compared to what occupied as priority in pre-Covid times. Thus in Healthcare 2.0, Thyrocare is preparing itself for Thyrocare 2.0 to make best out of the healthcare needs of common man. Towards this the following have been planned:

1. Four COVID processing laboratories, Mumbai, Delhi, Bangalore and Kolkata with capacity of 25,000 tests a day for RT PCR
2. Four Zonal processing laboratories, Mumbai, Delhi, Bangalore and Kolkata for handling growing volumes of higher end tests regionally.
3. To add 10 more RPL for existing 15 RPL to improve the reach and go closer to customers for a better Turnaround Time
4. Focus and aggressively add to the network of 500 committed franchisees to 2000 in this FY.
5. Work with healthcare start-ups, on-line pharmacies, which got tailwinds due to COVID and amplify the current 2000 orders per day to 5000 orders per day in our home service segment.
6. TB has been an area of great interest, more for a social impact. Death due to TB is 10 times more than due to COVID, yet lack of focus on TB is a matter of grave concern. Sequencing is a

technology which is not ideally used in diagnosis and its contribution in TB can be immense, especially in Drug Resistant variants of TB. Price – Volume appear to be highly motivating and company intends to launch TB Gene Sequencing (TGS) in Q2 of 2021.

### Outlook

Future, in short term, is likely to continue to be uncertain and be challenging till majority of global population is vaccinated and it is likely to take time till end of Q4 of FY 21-22.

Your Company has, however, assessed the impact of COVID-19 and has proactively invested on vital gaps like HR, testing Infrastructure and network addition. With adequate cash in hand, we wish to encash the additional demand this COVID has created using our intelligent logistics and IT.

On that note, I would like to thank all our stakeholders for their continued support especially in a year that is emotionally more draining. We remain more committed to help the company and country by providing more solutions, faster and at affordable costs. We continue to seek your support so that together we can overcome, Over Drive and Over-Grow.

Warm regards,  
**Dr. A. Velumani**

# Board of Directors



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**1. Dr. A. Velumani**  
**Chairman, Managing Director & CEO**

**Dr. A. Velumani** is a graduate in science from the University of Madras, and a postgraduate in science and doctorate in philosophy (science) from the University of Bombay. With his rich experience in the diagnostics business, he has successfully spearheaded the Company for over 25 years. He worked in Bhabha Atomic Research Centre (BARC) for over 12 years as a scientific officer specializing in radioimmunoassay, where he standardized various immuno, analytical and biotechnological techniques. He was awarded the Brig. S. K. Mazumdar Memorial Oration Award in 2001. He is a lifetime member of the Society of Nuclear Medicine, India. He is the Founder-Promoter of the Company and has been the Chairman & Managing Director since incorporation.

**2. A. Sundararaju**  
**Executive Director & Chief Financial Officer**

**Mr. A. Sundararaju** is a graduate in law from the University of Bombay. With over 25 years of experience, he has proficiency in finance, legal and administrative functions. He has been overseeing the Company's finance, legal, administrative and franchisee departments since 1996. He is a Promoter-Director and has been an Executive Director since incorporation.

**3. Gopalkrishna Shivaram Hegde**  
**Independent Director**

**Mr. G. S. Hegde** is a graduate in law from the University of Bombay. He has over 26 years of experience in the legal profession. He has been an Independent Director on our Board since August 21, 2014. On completion of the first term of five years, he has been reappointed as an Independent Director by the Members at the Annual General Meeting held on 24-08-2019, for the second term of five years with effect from 21-08-2019.

**4. Vishwas Kulkarni**  
**Independent Director**

**Mr. Vishwas Kulkarni** is a graduate in commerce and law from the University of Bombay. He has over 26 years of experience in the legal profession. He has been an Independent Director on our Board since August 21, 2014. On completion of the first term of five years as an Independent Director, he has been reappointed as an Independent Director by the Members at the Annual General Meeting held on 24-08-2019, for the second term of five years with effect from 21-08-2019.

**5. Dr. Neetin S. Desai**  
**Independent Director**

**Dr. Neetin Desai** is a graduate in science from Rajaram College, Shivaji University, and a post graduate in science and doctorate in philosophy

from Shivaji University. He is currently employed with Amity University, Mumbai. He previously worked as a Professor in the Department of Biotechnology and Bioinformatics at D. Y. Patil University, Belapur, Navi Mumbai. He has been an Independent Director on our Board since September 20, 2014. On completion of the first term of five years as an Independent Director, he has been reappointed as an Independent Director by the Members at the Annual General Meeting held on 24-08-2019, for the second term of five years with effect from 20-09-2019.

**6. Amruta Velumani**  
**Non-Executive Director**

**Miss. Amruta Velumani** holds a master's degree in science from ITM University, Navi Mumbai. She was a non-executive director of the Company from 27-09-2013 to 15-11-2014. She rejoined the Board on February 22, 2016 as a Non-Executive and Non-Independent Director. She has about 12 years of experience in functional area relating to General Administration, Personnel & Human Resources Management and Business Development.

**7. Dr. Indumati Gopinathan**  
**Independent Woman Director**

**Dr. Indumati Gopinathan** is a postgraduate (M.D.) in Pathology. She is a reputed pathologist and a leading commentator on Tele-pathology. She is a healthcare columnist for The Times of India and Health Care Express, a leading weekly healthcare publication by the Indian Express group. She is a committee Member of Practising Pathologists of India. She has participated in numerous vocational training teams and community service programmes globally through Rotary. She is a Woman Independent Director of the Company.

# Corporate Information

## REGISTERED OFFICE

Thyrocare Technologies Limited  
D/37-1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400 703.  
Tel: +91 22 2762 2762 | Fax: +91 22 2768 2409  
Website: [www.thyrocare.com](http://www.thyrocare.com) | E-mail: [investor\\_relations@thyrocare.com](mailto:investor_relations@thyrocare.com)  
Corporate Identity Number: L85110MH2000PLC123882

## CORPORATE OFFICE

**Thyrocare Technologies Limited**  
D/37-3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400 703

## REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited  
C-101, 247 Park,  
L. B. S. Marg,  
Vikhroli West,  
Mumbai - 400 083

## BANKERS

Axis Bank Limited  
IDBI Bank Limited

## STATUTORY AUDITORS

B S R & Co. LLP, Chartered Accountants  
5<sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound  
N. M. Joshi Marg, Mahalaxmi, Mumbai - 400 011  
Tel.: +91 22 4345 5300 | Fax: +91 22 4345 5399

# Board's Report

## To The Members

Your Directors have pleasure in presenting their 21st Annual Report, along with the audited Stand-alone and Consolidated financial statements of the Company for the Financial Year ended March 31, 2021.

## Financial Results:

The standalone and consolidated financial statements for the financial year ended March 31, 2021, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

The Stand-alone and Consolidated financial results for the financial year 2020-21 are given below:

	₹ in crores			
	Stand-alone		Consolidated	
	2020 - 21	2019 - 20	2020 - 21	2019 - 20
<b>Revenue from Operations</b>	<b>474.27</b>	401.06	<b>494.62</b>	434.26
Other Income	12.28	9.42	12.43	6.67
<b>Total</b>	<b>486.55</b>	<b>410.48</b>	<b>507.05</b>	<b>440.93</b>
<b>Expenses</b>				
Cost of materials consumed	<b>159.18</b>	<b>110.17</b>	<b>162.53</b>	<b>114.92</b>
Purchases of stock-in-trade	1.09	2.25	1.09	2.25
Changes in inventories of stock-in-trade	0.28	-0.08	0.28	-0.08
Employee benefits expense	56.79	45.75	58.07	48.92
Finance cost	0.66	1.32	0.87	1.85
Depreciation and amortisation expense	21.08	19.54	30.28	31.91
Other expenses	86.19	75.20	101.39	94.67
Total expenses	325.27	254.15	354.51	294.45
Profit before share of profit of associate, exceptional items and tax	161.28	156.33	152.54	146.48
Exceptional item-Provision for impairment of investment in subsidiary company	-	-44.33	-	-6.58
Share of (loss) / profit in associate	-	-	-0.07	0.51
<b>Profit after exceptional items and tax</b>	<b>161.28</b>	<b>112.00</b>	<b>152.47</b>	<b>140.41</b>
<b>Tax Expense:</b>				
Current Tax	44.25	42.74	44.25	42.75
Deferred Tax	-2.74	-10.06	-4.93	9.26
<b>Total Tax</b>	<b>41.51</b>	<b>32.68</b>	<b>39.32</b>	<b>52.01</b>
<b>Profit for the year</b>	<b>119.77</b>	<b>79.32</b>	<b>113.15</b>	<b>88.40</b>
Other comprehensive income for the year, net of income tax	-1.41	0.12	-1.39	0.12
Total comprehensive income for the year	118.36	79.44	111.76	88.52
<b>Earnings per share [Nominal value of Rs. 10 each]:</b>				
(a) Basic earnings per share (INR)	22.66	15.02	21.41	16.74
(b) Diluted earnings per share (INR)	22.62	14.99	21.37	16.71



**Company's Performance:**

On a standalone basis, our Revenue from Operations has increased to Rs. 474.27 crores in the current year from Rs. 401.06 crores in previous year, registering an increase of 18.25%. Our Profit before Exceptional Items was Rs. 161.28 crores in the current year as against Rs. 156.33 crores in previous year, registering an increase of 3.17%.

On a consolidated basis, our Revenue from Operations has increased to Rs. 494.62 crores in the current year from Rs. 434.26 crores in previous year, registering an increase of 13.90%. Our Profit before Exceptional Items was Rs. 152.54 crores in the current year as against Rs. 146.48 crores in previous year, registering an increase of 4.13%.

**Dividend:**

Pursuant to the decision of the Board of Directors on October 28, 2020, your Company has paid an interim dividend of Rs. 10/- per equity share, i.e. 100%, of face value of Rs. 10/- each, to those shareholders who were on the register of members as on November 13, 2020, the record date fixed for this purpose.

Your Directors are happy to recommend a Final Dividend of Rs. 15/- (Rupees Fifteen only) per share. With this, the total dividend for the year 2020-21 would work out to be Rs. 25/- (Rupees Twenty Five only) per share. If approved, the final dividend would be paid to those shareholders whose names are found on the Register of Members as at the close of Friday, June 18, 2021.

The total dividend payout would be about 110.34 % of the Company's Stand-alone Profit after tax.

**Dividend Distribution Policy:**

The Dividend declared/recommended is in accordance with the Company's Dividend Distribution Policy, which has been disclosed in the Company's website, [www.thyrocare.com](http://www.thyrocare.com), as required under Regulation 43-A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended.

**Transfer of unclaimed dividend to Investor Education & Protection Fund:**

Members may please note that as per the provisions of Sections 124 & 125 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends that remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred to the Investor Education & Protection Fund.

Some of the Shareholders have not claimed dividend for the following years, and these amounts have been transferred to the respective Unpaid Dividend Accounts, and are liable to be transferred to the Investor Education & Protection Fund as shown below:

Dividend for	No. of Shareholders who have not claimed	Unclaimed - Amount	Date of declaration	Date of transfer to Unpaid Account	Last date for transfer to Investor Education Fund
2015-16 Final	1454	192,390	12-09-2016	12-10-2016	12-10-2023
2016-17 Interim	375	62,590	28-01-2017	27-02-2017	27-02-2024
2016-17 Final	371	72,100	12-08-2017	11-09-2017	10-09-2024
2017-18 Interim	308	60,255	03-02-2018	05-03-2018	04-03-2025
2017-18 Final	322	55,740	01-09-2018	01-10-2018	30-09-2025
2018-19 Final	246	2,07,860	24-08-2019	23-09-2019	22-09-2026
2019-20 Interim	277	59,520	07-11-2019	07-12-2019	06-12-2026
2020-21 Interim	73	24,107	28-10-2020	27-11-2020	27-11-2027

There is no Dividend amount relating to previous years, which remains unpaid / unclaimed for a period of seven years, requiring transfer to the Investor Education & Protection Fund under the provisions of Section 124 of the Companies Act, 2013.

The Shareholders may note that along with the Unclaimed Dividend Amount, the relevant shares shall also be transferred to the IEPF Authority. What is more, such shares shall also be transferred to the said Fund, thereby rendering them ceasing to be members and forfeiting them from exercising voting rights.

Therefore, the Shareholders concerned may write to the

Company or to the Company's Registrar & Share Transfer Agent, Link Intime India Private Ltd., at the earliest, to claim their dividend.

**Share Capital:**

During the year under review, following changes have taken place in the Equity Share Capital of the Company.

In November 2020, the Company allotted 38,054 new equity shares at face value to the eligible employees who had exercised the Stock Options granted to them in 2017.

Consequent on the allotment of shares as above, the Paid-up Equity Capital of the Company stands at Rs. 52,87,44,190/-

(Rupees Fifty Two Crores Eighty Seven Lakhs Forty Four Thousand One Hundred and Ninety only) made up of 5,28,74,419 equity shares of Rs. 10/- each, as shown below:

	No. of shares	Amount - ₹
<b>AUTHORISED EQUITY SHARE CAPITAL</b>	<b>10,00,00,000</b>	<b>100,00,00,000</b>
ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL		
As on 01-04-2020	52,836,365	528,363,650
Add: No. of shares issued under ESOP 2016-17 Scheme	38,054	380,540
As on 31-03-2021	52,874,419	528,744,190

### Reserves & Surplus:

Total Reserves & Surplus as the close of the financial year under review stands at Rs. 392.59 Crores, as shown below:

	Stand-alone	
	31-03-2021	31-03-2020
Capital Reserve	30.25	30.25
Securities Premium Account	69.71	67.24
Share Options Outstanding Account	2.93	3.72
Capital Redemption Reserve	0.96	0.96
General Reserve	9.17	9.17
Retained Earnings	279.57	214.05
Total	392.59	325.39

₹ in Crores

### Deposits:

The Company has not accepted any public deposits and as such, there was no outstanding amount towards repayment of principal or payment of interest as on the date of the balance sheet.

### Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:

No material changes have occurred subsequent to the end of the financial year of the Company to which the financial statements relate and till the date of the report, which will have an impact on the financial position of the Company.

### Auditors:

BSR & Co. LLP, Chartered Accountants, Mumbai (having firm Registration No. 101248W/W-100022 were first appointed as Statutory Auditors of the Company for the year 2011-12 and have completed the maximum permitted tenure of ten years. Therefore, it has become mandatory to appoint a new firm of chartered accountants as Auditors.

The matter was discussed by the Audit Committee and Board of Directors and it is proposed to appoint MSKA & Associates (Firm No.105047W) as Auditors of the Company for a period of five years from the conclusion of the 21st AGM till the conclusion of the 26th AGM.

The proposal to appoint MSKA & Associates is being placed before the Members for approval.

### Auditors' Report:

The Auditors have not made any qualification, reservation or adverse remark or disclaimer in their Report on the financial statements of the Company for the year under review.

### Internal Auditors:

M/s. M. Chinnaswamy & Co., Chartered Accountants, Coimbatore, having Firm Registration No. 018008S, appointed as Internal Auditors of the Company, conducted Internal Audit for the financial year 2020-21 as per the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014. Their reports were reviewed by the Audit Committee and follow-up measures taken wherever necessary.

### Cost Auditor:

As per Rule 3 of Companies (Cost Records & Audit) Rules, 2014, your company is required to maintain cost records and accordingly such records and accounts are prepared and maintained.

As per the provisions of Section 148 (3) of Companies Act, 2013, read with Rule 14 of Companies (Audit & Auditors) Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, had appointed Mr. S. Thangavelu, Cost and Management Accountant, Coimbatore, as Cost Auditor for conducting the audit of cost records of the Company for the financial year 2020-21 and also fixed the remuneration payable to him.

Approval of the Members is sought by way of ratification for the remuneration payable to him, as required under the above

provisions of Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014.

### Secretarial Audit Report:

As required under the provisions of Section 204 (1) of the Companies Act, 2013, and Regulation 24-A of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Company is required to undertake a Secretarial Audit. Accordingly, V Suresh Associates, Practising Company Secretaries, Chennai, appointed by the Board of Directors to conduct Secretarial Audit of the Company, have conducted the Audit.

The Secretarial Audit Report issued by the Secretarial Auditors, V Suresh Associates, Practising Company Secretaries, Chennai, in Form MR-3 is furnished in Annexure-1, attached to this report as required under the said provisions of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Secretarial Auditors have not made any qualification, reservation, adverse remark or disclaimer.

V. Suresh Associates have also carried out Secretarial Audit of unlisted Subsidiary Company, Nuclear Healthcare Limited, as required under the Regulation 24-A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and their report does not contain any qualification, reservation, adverse remark or disclaimer.

### Directors:

#### A) Changes in Directors and Key Managerial Personnel:

There is no change in the Board of Directors of the Company. The Board consists of seven directors, viz. three Promoter-Directors (including a woman director), and four Independent Directors including one Independent Woman Director. This meets with the requirements of the Companies Act, 2013 and rules framed thereunder and the requirements under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Memorandum & Articles of Association of the Company, Mr. A. Sundararaju, Executive Director & Chief Financial Officer, retires by rotation, and being eligible offers himself for reappointment.

During the year under review, your Company had appointed Mr. Arindam Haldar, who had two and a half decades of cross-industry experience in different functional areas and immediately prior to joining us, was working with another healthcare service company, as Chief Executive Officer. However, for personal reasons, he submitted his resignation which was accepted and he was relieved as at the close of 31st March 2021.

The Company has other Key Managerial Personnel in place as required under the provisions of Companies Act, 2013, viz. Dr. A. Velumani, Chairman as Managing Director, Mr. A.

Sundararaju, Executive Director as Chief Financial Officer and Mr. Ramjee Dorai, as Company Secretary & Compliance Officer, and there is no change in these key managerial personnel during the year.

#### B) Declaration by Independent Directors:

The Company has received necessary declaration from all the four Independent Directors under Sub-section 7 of Section 149 of the Companies Act, 2013 that they meet the criteria of independence as provided in Sub-Section 6 of Section 149 of the Companies Act, 2013.

The Independent Directors have complied with the Code of Conduct prescribed in Schedule IV to the Act.

#### C) Formal Annual Evaluation of Board, its Committees and Directors including Independent Directors:

As per the provisions of Section 134(3) (p) of Companies Act, 2013, read with Rule 8 (4) of the Companies (Accounts) Rules, 2014, the Board conducted an evaluation of its own performance and that of its Committees and Individual Directors.

As per the provisions of Section 149 (8) of the Companies Act, 2013, read with Clause VIII of Schedule IV of the said Act, and Regulation 17(10) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, annual evaluation of the performance of all the Independent Directors was done by the entire Board of Directors, excluding the Director being evaluated.

As per the provisions of Clause VII of Schedule IV of the said Act, and Regulation 25(3) & (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all the Independent Directors had, at an exclusive meeting held on January 30, 2021, under the chairmanship of Mr. Gopalkrishna Shivaram Hegde, the Lead Independent Director, reviewed the performance of non-independent directors and the board of directors as a whole, reviewed the performance of the Chairperson and the Executive Director, and assessed the quality, quantity and timeliness of flow of information between the management and the board of directors. They recorded their satisfaction and had no adverse comments to make.

As per the provisions of Section 178(2) of the Companies Act, 2013, and as provided under Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee has specified the manner and criteria for effective evaluation of performance of Board, its Committees and individual directors.

Accordingly, evaluation of the performance of the individual directors was done based on criteria such as attendance, participation in the deliberations, contribution to the discussions at the Board / Committee meetings, understanding of the issues involved, ability to bring in new

ideas and initiatives, commitment to fulfill the obligations and responsibilities of a director, etc.

In the case of Independent Directors, their fulfillment of independence criteria as specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and their independence from the Management was also considered during evaluation.

Evaluation of the performance of the Board and its Committees was done based on the criteria such as constructive nature of discussions, ability to analyze the issues and take considered decisions, adherence to statutory requirements, ability to draw clear business strategies, etc.

The last year's observations and current year's observation did not warrant any follow up action.

#### Number of meetings of the Board of Directors:

During the year under review, the Board of Directors met on five occasions as follows:

- (I) 23-05-2020, (ii) 31-07-2020, (iii) 10-09-2020, (iv) 28-10-2020, and (v) 30-01-2021..

#### Audit Committee:

The Audit Committee consists of two Independent Directors and one Executive Director, as follows:

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 composition of the Audit Committee meets with the requirement of the Section 177 of the Companies Act, 2013 and Clause 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. All the recommendations of the Audit Committee were accepted by the Board, and there was no instance where Board did not accept the recommendation of the Audit Committee during the year under review.

#### Nomination and Remuneration Committee:

The Nomination & Remuneration Committee consists of three members and all the three are Independent Directors, as follows:

1. Mr. Gopalkrishna Shivaram Hegde	Independent Director	Chairman
2. Mr. Vishwas Kulkarni	Independent Director	Member
3. Dr. Indumati Gopinathan	Independent Director	Member

The composition of the Nomination and Remuneration Committee meets with the requirements of the Section 178 of the Companies Act, 2013 and Clause 19 of SEBI (Listing

Obligations & Disclosure Requirements) Regulations, 2015. The policy formulated by Nomination and Remuneration Committee is given in the Annexure-2, attached to this report. The Policy is also made available on the Company's website, "www.thyrocare.com".

#### Stakeholders Relationship Committee:

The Stakeholders Relationship Committee consists of one Independent Director, one Executive Director and one Non-Executive, Non-Independent, Woman Director, as follows:

1. Mr. Gopalkrishna Shivaram Hegde	Independent Director	Chairman
2. Mr. A. Sundararaju	Executive Director & CFO	Member
3. Miss. Amruta Velumani	Non-Executive, Non-Independent Woman Director	Member

The composition of the Stakeholders Relationship Committee meets with the requirements of the Section 178 of the Companies Act, 2013 and Clause 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### Corporate Social Responsibility (CSR) Committee:

The Company has constituted a Corporate Social Responsibility Committee consisting of two Independent Directors and one Executive Director, as follows:

1. Mr. Gopalkrishna Shivaram Hegde	Independent Director	Chairman
2. Mr. Vishwas Kulkarni	Independent Director	Member
3. Mr. A.Sundararaju	Executive Director & CFO	Member

The composition of the Corporate Social Responsibility Committee meets with the requirements of Section 135 of the Companies Act, 2013.

During the year under review, the Company has spent a total sum of Rs. 2.28 crores on the CSR activities as approved by the CSR Committee and Audit Committee. There was a balance amount of Rs. 2.19 crores earmarked for an ongoing project has been transferred to a special bank account opened for this purpose, as required under the provisions of Sec. 135(6) of the Companies Act, 2013, as amended.

The Corporate Social Responsibility Policy of your company has been made available on its website, www.thyrocare.com Disclosures as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in the Annexure-3, attached to this report.

#### Risk Management Committee:

The Company has constituted a Risk Management Committee consisting of one Independent Director, one

executive Director and one Non-Executive, Non-Independent, Woman Director as follows:

1. Mr. Gopalkrishna Shivaram Hegde	Independent Director	Chairman
2. Mr. A. Sundararaju	Executive Director & CFO	Member
3. Miss. Amruta Velumani	Non-Executive, Non-Independent Woman Director	Member

The composition of the Risk Management Committee meets with the requirements of Clause 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### Risk management policy:

The Company has formulated a Risk Management policy identifying the elements of risk, and it has been made available on the website of the Company, [www.thyrocare.com](http://www.thyrocare.com).

#### Code of Conduct:

As required under Regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been communicated to all the Directors and Senior Management personnel. The Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the financial year 2020-21. The Senior Management personnel have also submitted declarations confirming that, in none of the financial / commercial transactions of the Company, they had any personal interest conflicting with the interests of the Company.

#### Vigil Mechanism:

In accordance with Sub-Section (9) and (10) of Section 177 of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, as amended, the Company has in place a Vigil Mechanism (Whistle Blower Policy) to enable directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct. The full details of the Policy have been made available in the Company's website, [www.thyrocare.com](http://www.thyrocare.com). The details display the name, address and mail-id of the Chairman of the Audit Committee, to whom the disclosures should be made. There is no change in the Whistle-blower Policy adopted by the Company, during the year under review.

#### Policy on prevention of Sexual Harassment:

The Company has formed a Committee to attend to any complaint of sexual harassment at the workplace. The

statement and disclosures pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, are given in the Corporate Governance Report.

During the financial year ended March 31, 2021, the Company has not received any complaint from any employee pertaining to any sexual harassment.

#### Statement of particulars of appointment and remuneration of managerial personnel:

There are no managerial personnel, who were in receipt of remuneration of not less than the limit mentioned under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the whole financial year or part of the financial year.

#### Subsidiaries, Associates and Joint Ventures:

Nueclear Healthcare Limited (Nueclear) is the wholly owned subsidiary and its entire share capital made up of 1,11,11,000 equity shares is held by your company, which includes 6 shares held in the name of six nominees who are holding one share each, as nominees of your company, in order to meet with the statutory requirement of having a minimum number of seven shareholders.

Nueclear operates a growing network of molecular imaging centres, primarily focused on early and effective cancer detection and monitoring. Each of Nueclear's imaging centres uses PET-CT scanners to assist in cancer diagnosis, staging, monitoring of treatment, and efficacy and evaluation of disease recurrence.

During the year under review, the company has 8 centres which are operating smoothly from various locations as follows:

1. Navi Mumbai, (2) Prabhadevi (Mumbai), (3) Borivali (Mumbai) (4) Naashik, (5) New Delhi, (6) Hyderabad, (7) Aurangabad, (8) Bangaluru

Nueclear also owns and operates a medical cyclotron unit in Navi Mumbai, which produces the radioactive bio-marker required for PET-CT scanning.

Equinox Labs Private Limited (Equinox) is an associate company, where your company has made an investment of Rs. 20 Crores in its equity share capital. Your company is presently holding 4,29,185 numbers of equity shares of the above company, constituting 30% of their paid-up Equity Share Capital. Thus, Equinox has become an Associate company of your company, as defined in Section 2 (6) of the Companies Act, 2013. Equinox is engaged in the business of water, food and other environment and hygiene testing.

Your company presently does not have any Joint Venture.

A statement containing the salient feature of the financial statement of the Company's Wholly-owned Subsidiary and the Associate company, pursuant to the first proviso to sub-

section (3) of Section 129 has been given in Form No. AOC-1, as Annexure-4, attached to this report.

#### Particulars of contracts or arrangements with related parties:

The particulars of the contracts and arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013, which were on arms' length basis as provided under Explanation (b) to the third proviso thereto and the details have been furnished in Form No. AOC-2, as Annexure-5, attached to this report.

#### Particulars of loans, guarantees or investments under Section 186:

The Company has given Loan to Nueclear Healthcare Limited, a wholly owned subsidiary of the Company, under the provisions of Section 186 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014.

Pursuant to Section 186 (4) of the Companies Act, 2013 and Schedule V of the Listing Regulations, details of loans given and investments made, have been disclosed in the financial statements.

#### Corporate Governance Report:

As required under the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Corporate Governance Report is attached and forms part of the Annual Report.

#### Management's Discussion and analysis

As required under the provisions of Regulation 34 (2) (e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is attached and forms part of this Annual Report.

#### Business Responsibility Report:

As required under the provisions of 34 (2) (f) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Business Responsibility Report is attached and forms part of this Report.

#### Compliance with Secretarial Standards:

It is also confirmed that your company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### Particulars of employees:

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

(I) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and (ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary

Name of the Directors	Position	Ratio to median remuneration	%age of increase in the financial year
<b>Executive Directors / KMPs</b>			
Dr. A. Velumani	Managing Director	*	*
Mr. A.Sundararaju	Executive Director & CFO	21.05	**
Mr. Ramjee Dorai	Company Secretary	10.70	***
<b>Independent Directors - Sitting Fee – Rs.</b>			
Mr. G.S. Hegde	Independent Director	-----	
Mr. Vishwas Kulkarni	Independent Director	-----	
Dr. Neetin Desai	Independent Director	-----	
Dr. Indumati Gopinathan	Independent Director	-----	

\* Does not arise, as Dr. A. Velumani, Chairman & Managing Director, has opted to receive a token remuneration of Re. 1/- only per month.

\*\* Does not arise, as Mr. A. Sundararaju, Executive Director & Chief Financial Officer, has opted to receive the same remuneration of Rs. 5 lakhs only per month

\*\*\* Does not arise, as there was no change in the remuneration of Mr. Ramjee Dorai.

The non-executive directors are not getting any remuneration.

Independent directors are being paid sitting fee only. There is no increase in the Sitting Fee payable per meeting. However, the actual amount paid may differ based on the number of meetings attended by them.

Dr. A. Velumani and Mr. A. Sundararaju are the Chairman & Managing Director, and Director & Chief Financial Officer, respectively, of the wholly-owned subsidiary, Nueclear Healthcare Limited. However, they are not receiving any remuneration from Nueclear.

(iii) The percentage increase in the median remuneration of employees in the financial year: 17.65%

(iv) The number of permanent employees on the rolls of Company as on 31-03-2021: 1582

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase was 16.83% in the salaries of employees other than the managerial personnel, and the average increase in the managerial remuneration was 32.72%. In comparison, there is no unreasonable difference.

(vi) The remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the Company.

(vii) A statement containing the names of top ten employees in terms of remuneration drawn pursuant to Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate Annexure forming part of this report but is not being circulated to the Members in terms of Sec. 136 of the Act, and any shareholder interested in obtaining a copy thereof may write to the

Company and it will be sent to them. .

(viii) There was no employee who was in receipt of remuneration, during the year under review, in excess of the limit specified under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### Employees Stock Purchase / Option Schemes:

As already intimated, your Company had allotted 33,650 equity shares in the year 2014 to Thyrocare Employees Stock Option Trust, as approved by the shareholders, which got multiplied to 1,34,600 equity shares subsequent to the Bonus issue made in 2014. These shares vested on the eligible employees numbering One Hundred, on April 01, 2018 and all of them have exercised their option to acquire these shares, and the shares have been transferred to the respective employees, except for a small quantity of 364 shares which is also being transferred shortly.

The Shareholders had also approved granting of 5,05,359 Nos. of Stock Options, equivalent to 1% of the then paid-up equity share capital of the Company, to be distributed to the eligible employees over a period of ten years at the rate of 0.10% with an increase or decrease of 0.02% depending on the Company's growth, ..

Accordingly, the Company has already issued Stock Options for the years 2014-15 to 2019-20, out of which the Options granted for 2014-15, 2015-16 and 2016-17 got vested on the continuing eligible employees and the Options granted to a few employees who have left before the date of vesting, got lapsed and have been added back to the pool.

This year, it is proposed to grant Stock Options not exceeding 40,429 Equity Shares, which would vest on the eligible employees after a lock-in period of three years, subject to their continuing in service, and the proposal is being placed before the Members for their approval. The details of Options granted, shares allotted, etc., are given below:

Total no of Options reserved		505359
Less: Options granted in 2014-15	40,434	
Less: Options granted in 2015-16	50,537	
Less: Options granted in 2016-17	50,516	
Less: Options granted in 2017-18	40,452	
Less: Options granted in 2018-19	40,429	
Less: Options granted in 2019-20	40,429	
Less: Options under grant in 2020-21	40,429	
Total		303,226
Balance		202,133
Add: Options for 2014-15 not exercised and added back to the Pool in 2018	6,461	
Add: Options for 2015-16 not exercised and added back to the Pool in 2019	12,778	
Add: Options for 2016-17 not exercised and added back to the Pool in 2020	20,132	
Total		39,371
Balance Options available for distribution in the coming years		241,504

The disclosure as per rule 12 (9) of The Companies (Share Capital and Debentures) Rules, 2014 relating to Employees Stock Option Scheme is enclosed as Annexure-6, attached to this report.

Consent of the shareholders is being sought for granting of Stock Options under the ESOP Scheme.

**Change in the nature of business:**

There is no change in the nature of core business of the Company or in that of the Subsidiary Company during the year under review.

**Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future:**

No significant and material order has been passed by the regulators, courts, or tribunals impacting the going concern status and company's operations in future.

**Conservation of energy, technology absorption and foreign exchange earnings and outgo:**

Pursuant to the provisions of Clause (m) of Sub-Section 3 of Section 134 of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules 2014, the details of conservation of energy, technology absorption, foreign exchange earnings and outgo, are given in the Annexure-7, attached to this report.

**Extract of the Annual Return:**

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, copy of the Annual Return as on March 31, 2021, is available in the Company's website, on [www.thyrocare.com/investors](http://www.thyrocare.com/investors)

**Insurance:**

All properties and insurable interests of the Company including building, plant and machinery and stocks have been fully insured.

**Internal Financial Controls:**

The Company has in place adequate internal financial controls with reference to financial reporting. During the year, such controls were reviewed and no material weakness in the design or operation was observed

**Directors' Responsibility Statement:**

Pursuant to the provisions of Sub-Section 5 of Section 134 of

the Companies Act, 2013, your Board of Directors confirm, to the best of their knowledge and ability, that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

**Acknowledgements:**

Your Directors wish to take the opportunity of thanking Axis Bank, and IDBI Bank, for support extended by them.

Thanks are also due to our customers for their continued patronage and the franchisees / authorised service providers and vendors for their co-operation.

Thanks are also due to the Employees for their sincere services and co-operation.

Your Directors also wish to thank the Members for the confidence they have reposed in the Board of Directors of the Company.

For and on behalf of the Board of Directors,

**Thyrocare Technologies Limited**

**Dr. A. Velumani**

*Place: Navi Mumbai*

*Chairman & Managing Director*

Date: 08-05-2021

DIN: 00002804



# Form No. MR-3 Secretarial Audit Report

Annexure-1

## For the Financial Year 2020-21

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**M/s. THYROCARE TECHNOLOGIES LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. THYROCARE TECHNOLOGIES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have conducted online verification & examination of records, as facilitated by the Company, due to Covid 19 and for the purpose of issuing this Report.

Based on our verification of **M/s. THYROCARE TECHNOLOGIES LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. THYROCARE TECHNOLOGIES LIMITED** ("the Company") for the financial year ended on 31st March 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules

and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (**Not applicable to the Company during the audit period**)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

Other Laws specifically applicable to this Company is as follows:

- (vi) The Bio-medical Wastes (Management and Handling) Rules 1998;

We have also examined compliance with the applicable clauses of the following:

- (I) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors (including a woman Independent Director). There is no change in the composition of the Board of Directors during the period under review.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the minutes of the meeting, all the decisions were taken unanimously in as much as there were no dissenting views appearing in the minutes of the meetings.

We further report that during the audit period as per the information provided and to the best of our knowledge there were no other specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and the Secretarial Standards.

We further report that, during the audit period, 38,054 new equity shares have been issued, under the applicable Employees Stock Option Scheme, to the eligible employees of the Company. With this allotment, the capital structure of the Company has undergone a change as follows:

<b>Particulars</b>	<b>no. of shares</b>	<b>Amt. in ₹</b>
1) Authorised Capital	10,00,00,000	100,00,00,000
2) Issued, Subscribed and Paid-up Capital		
As on 01-04-2020	52,836,365	528,363,650.00
Issued and allotted during the year	38,054	380,540.00
As on 31-03-2021	52,874,419	528,744,190.00

For V Suresh Associates  
Practising Company Secretaries

**V Suresh**

Senior Partner

FCS No. 2969

C.P. No. 6032

Place: Chennai  
Date: 29.04.2021

Peer Review Cert. No. : 667/2020  
UDIN: F002969C000211364

# Board's Report

## Nomination & Remuneration Committee

### The Nomination & Remuneration Committee consists of three directors, viz.

1	Mr. Gopalkrishna Shivaram Hegde, Independent Director -	Chairman
2	Mr. Vishwas Kulkarni, Independent Director -	Member
3	Dr. Indumati Gopinathan, Independent Director -	Member

### The following is the broad description of the terms of reference of the Committee:

- 1 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;
- 2 Formulating of criteria for evaluation of performance of the independent directors and the Board;
- 3 Devising a policy on Board diversity;
- 4 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;
- 5 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;
- 6 Analysing, monitoring and reviewing various human resource and compensation matters;
- 7 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;
- 8 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;
- 9 Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 10 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;
- 11 Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
  - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- 12 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."

**Nomination & Remuneration Policy:**

**The objectives of the Policy:**

- 1 To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become directors (Executive and Non-executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- 2 To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- 3 To carry out evaluation of the performance of Directors.
- 4 To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.

For and on behalf of  
**Thyrocare Technologies Limited,**

**Dr. A. Velumani**

(Chairman & Managing Director)  
DIN: 00002804

Place: Navi Mumbai  
Date: 08-05-2021

**G. S. Hegde**

(Chairman, Nomination & Remuneration Committee)  
DIN: 00157676

# Board's Report

## Report on CSR Activities

1 A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:	The Company's CSR Policy is based on the principle of extending support to the underprivileged segments of the Society and rendering service to achieve selected goals for the common benefit of the entire society.
2 The composition of the CSR Committee:	<p>The Company has identified four thrust areas for implementation of its CSR Policy, viz. (i) Environment-oriented (ii) Society-oriented (iii) Education-oriented and (iv) Health-care oriented.</p> <p>CSR Policy may be viewed at the Company's website, "www.thyrocare.com"</p> <p>The CSR committee of directors consists of</p> <ul style="list-style-type: none"> <li>- Mr. Gopalkrishna Shivaram Hegde, Independent Director-Chairman</li> <li>- Mr. Vishwas Kulkarni, Independent Director- Member</li> <li>- Mr. A. Sundararaju, Executive Director &amp; CFO- Member</li> </ul>
3 Average net profit of the Company for the three financial years:	<b>₹ in Crores</b> 135.72
4 Prescribed CSR expenditure at 2% of the above amount	2.71
5-a Total amount spent during year 2020-21	2.28
5-b Amount unspent in the current year Amount transferred to a separate bank account (cumulative unspent amount)	0.43 2.19
5-c Manner in which the amount spent during the financial year	Given in the Annexure
6 In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.	The balance amount is earmarked for an on-going project and hence transferred to a separate bank account, as per the provisions of Companies Act, 2013.
7 A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.	We hereby affirm that the implementation and monitoring of the CSR Policy, as approved by the Board, is in compliance with the objectives and Policy of the Company.

For and on behalf of Board of Directors,  
**Thyrocare Technologies Limited,**

**Dr. A. Velumani**  
(Chairman & Managing Director)  
DIN: 00002804  
Place: Navi Mumbai  
Date: 08-05-2021

**G. S. Hegde**  
(Chairman, CSR Committee)  
DIN: 00157676

# Board's Report

## Details of CSR Project of the Company

(₹ in Crores)

1	2	3	4	5	6		7	8
S. no.	CSr Project or Activity identified	Sector in which project is covered	Projects or programs (1) Local area or other (2) specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Direct expenditure on project or programs	Over heads	Cumulative expenditure incurred upto the reporting period	Amount spent: direct or through implementing agency
1	Financial Support to School Students, by way of scholarship, provision of free lunch, etc., and Financial Assistance to poor children for education.	Promoting education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;	Maharashtra		0.05	-	0.05	Direct
2	Distribution of Rain coats to flood victims and other needy persons.	Disaster management, including relief, rehabilitation and reconstruction activities.	Pan India	-	0.01		0.06	Direct
3	Vocational skill improvement plans	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;	Maharashtra	-	1.13		1.19	InDirect
4	Pension to Old age people	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	Tamil Nadu		0.20		1.39	Direct
5	Covid-19 related expenses	Healthcare, including preventive healthcare & sanitation, and disaster management, free food distribution	Pan India		0.89		2.28	Direct
					2.28		2.28	

For and on behalf of Board of Directors,  
**Thyrocare Technologies Limited,**

**Dr. A. Velumani**  
 (Chairman & Managing Director)  
 DIN: 00002804  
 Place: Navi Mumbai  
 Date: 08-05-2021

**G. S. Hegde**  
 (Chairman, CSR Committee)  
 DIN: 00157676

# Board's Report

## Form AOC-1

Annexure-4

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of Companies (Accounts) Rules, 2014)

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ Crores)

Sl. no.	Particulars	Details
1	Name of the subsidiary	Nuclear Healthcare Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as the Holding Company's reporting period, viz. 31-03-2021.
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4	Share capital – Authorised – ₹ in Million	15.00
	– Paid-up – ₹ in Million	11.11
5	Reserves & surplus	32.37
6	Total Assets	98.10
7	Total Liabilities	98.10
8	Investments	1.02
9	Turnover	22.43
10	Profit / Loss before taxation	(8.82)
11	Provision for taxation	(2.19)
12	Profit / Loss after taxation	(6.63)
13	Proposed Dividend	Nil
14	% of shareholding	100%
Notes: The following information shall be furnished at the end of the statement:		
1.	Names of subsidiaries, which are yet to commence operations:	Nil
2.	Names of subsidiaries, which have been liquidated or sold during the year:	Nil

**Part “B”: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013, related to Associate Companies and Joint Ventures

(₹ in Crores)

Name of Associate Companies /Joint Ventures	Equinox Labs Private Limited, Mumbai.
1 Latest audited Balance Sheet Date	Balance sheet as on 31 <sup>st</sup> March 2021.
2 Shares of Associate/Joint Ventures held by the company on the year end	
- Number.	4,29,185
- Amount of Investment in Associates/Joint Venture	₹ 20.00 Crores
- Extent of Holding%	30.00%
3 Description of how there is significant influence	The Company does not have significant influence
4 Reason why the associate/joint venture is not consolidated	Not Applicable, as it is consolidated
5 Net worth attributable to shareholding as per latest audited Balance Sheet	21.10 Crores
6 Profit/Loss for the year	
i. Considered in Consolidation	(0.07) Crores
ii. Not Considered in Consolidation	NA
1. Names of associates or joint ventures which are yet to commence operations:	Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year:	Nil

For and on behalf of the Board,

**Thyrocare Technologies Limited**

**Ramjee Dorai**

Company Secretary  
FCS-2966  
Navi Mumbai  
08/05/2021

**Dr. A. Velumani**

(Chairman & Managing Director)  
DIN- 00002804  
Navi Mumbai  
08/05/2021

**A. Sundararaju**

Executive Director & CFO  
DIN- 00003260  
Navi Mumbai  
08/05/2021



# Board's Report

## Form AOC-2

Annexure-5

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

### Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

#### 1 Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Nil
(b) Nature of contracts/arrangements/transactions	Nil
(c) Duration of the contracts/arrangements/transactions	Nil
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e) Justification for entering into such contracts or arrangements or transactions	Nil
(f) Date of approval by the Board	Nil
(g) Amount paid as advances, if any:	Nil
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

#### 2 Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	Nuclear Healthcare Limited
(b) Nature of contracts/arrangements/transactions	This is an agreement for acquisition of a property at Gurgaon owned by NHL
(c) Duration of the contracts/arrangements/transactions	Not applicable as this is an one time transaction.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	To acquire the property situated in Plot No. 428, Udyog Vihar, Phase IV, Gurgaon, from NHL for a sale consideration of Rs. 10.60 crores.
(e) Date(s) of approval by the Board, if any:	28.10.2020
(f) Amount paid as advances, if any:	TTL shall pay an advance as security deposit, pending completion of formalities and registration of the sale deed.

For and on behalf of the Board,  
**Thyrocare Technologies Limited**

**Ramjee Dorai**  
 Company Secretary  
 FCS-2966  
 Navi Mumbai  
 08/05/2021

**Dr. A. Velumani**  
 (Chairman & Managing Director)  
 DIN- 00002804  
 Navi Mumbai  
 08/05/2021

**A. Sundararaju**  
 Executive Director & CFO  
 DIN- 00003260  
 Navi Mumbai  
 08/05/2021

# Board's Report

## Statements on Employees Stock Option Scheme

Sr. no.	Particulars	Details					
		2015	2016	2017	2018	2019	2020
		Shares	Shares	Options	Options	Options	Options
a.	Options granted	40,434	50,537	50,516	40,452	40,429	40,429
b.	Options vested	33,973	37,759	30,854	Not yet due	Not yet due	Not yet due
c.	Options exercised	33,973	37,759	30,854	Not yet due	Not yet due	Not yet due
d.	The total number of shares arising as a results of exercise of option	33,973	37,759	30,854	NA	NA	NA
e.	Options lapsed and added back to the Pool	6,461	12,778	19,662	NA	NA	NA
f.	The exercise price (Already determined)	₹10/-	₹10/-	₹10/-	₹10/-	₹10/-	₹10/-
g.	Variations of terms of options	NA	NA	NA	NA	NA	NA
h.	Money realized by exercise of options - in ₹	339,730	377,590	308,540	NA	NA	NA
i.	Total number of options in force ( )	--	--	--	40,452	40,429	40,429
j.	Employee wise details of options granted to:-						
	i. Key Managerial Personnel						
	Mr. Ramjee Dorai	Nil	Nil	851	583	600	600
	ii. Any other employee who receives a grant in any one year of option amount to 5% or more of options granted during the year						
1	Dr. Caesar Sengupta, Vice-President-Operations.	6,076	3,520	2,986	2,026	2,100	2,100
2	Mr. M. Chandrasekhar, Vice-President-Infrastructure	4,411	NA	NA	NA	NA	NA
3	Mr. Kallathikumar, Vice-President-Laboratory	2,209	NA	NA	NA	NA	NA
4	Mr. S. Krishnakumar, General Manager-Laboratory	2,155	NA	NA	NA	NA	NA
	iii. Identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	None	None	None	None	None	None

Does not include Options for 2021 which are yet to be approved

For and on behalf of the Board of Directors,  
**Thyrocare Technologies Limited,**

Place: Navi Mumbai  
Date: 08-05-2021

**Dr. A. Velumani**  
(Chairman & Managing Director)  
DIN: 00002804

# Board's Report

Annexure-7

## The conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to the provisions of section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Accounts) rules, 2014

### (A) CONSERVATION OF ENERGY:-

(i) the steps taken or impact on conservation of energy	We expanded our lab with new technology and equipment's. Our 60 -70 % energy consumption is of HVAC systems only. We are replacing all our conventional HVAC system with VRF/VFD systems which is 30% energy efficient than conventional systems
(ii) the steps taken by the company for utilizing alternate sources of energy:	We are in process of installing solar system on Hyderabad, Delhi and Gurugram laboratories. Somehow we planned this last year, but due to pandemic we couldn't complete this.
(iii) the capital investment on energy conservation equipment	Approx. 50 Lakhs

### (B) TECHNOLOGY ABSORPTION:-

(i) the Efforts made towards technology absorption:	We have expanded our Covid Testing lab (BSL 3) capacity from 10,000 samples to 25,000 samples at Navi Mumbai. Also, We have set up BSL-3 lab for covid sample processing at Bangalore and Gurugram with processing capacity 10,000 sample/day at each location. The company coming up with Zonal Processing Lab also, Unlike regional lab, Zonal labs will be running with additional/specialized test menu with ICPM and LCMS technologies. And it will be there at 3 location Delhi, Bangalore and Kolkata. Delhi Zonal lab already launched on March 2021. Work is in progress for Bangalore and Kolkata zonal labs, Both will be launched before October 2021.
(ii) the Benefits derived like product improvement, cost reduction, product development or import substitution:	These technologies helped us expand our menu, testing capacity and improve the efficiency of our services
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	
(a) the details of technology import	
(b) the year of import	
(c) whether the technology been fully absorbed	Nil
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv) the expenditure incurred on Research and Development:	

### (C) FOREIGN EXCHANGE EARNINGS AND OUTGO:-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows-

Actual Inflow and Outgo during the year	(Currency in ₹ Crores)
Particulars	<b>31-03-2021</b>
Actual Inflow	5.17
Actual Outflow	3.34

For and on behalf of the Board of Directors,  
**Thyrocare Technologies Limited,**

**Dr. A. Velumani**

(Chairman & Managing Director)

DIN: 00002804

Place: Navi Mumbai

Date: 08-05-2021

# CORPORATE GOVERNANCE REPORT

## 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.

In modern world, the Corporates play a very significant role in the economic development of a Nation. They not only contribute to the economic growth and development, but also play a significant role in achieving the aspirations of the Society as a whole.

The Company's basic goal is, therefore, to maximize the long term value for all our stakeholders – investors, employees, customers, business associates, and the society at large, 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”) including the recent amendments.

## 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. As on 31st March 2021, the Board has seven directors - Two Executive Directors, One Non-Executive Woman Director, and Four Non-Executive Independent Directors, including one Independent Woman Director. The composition of Board of Directors meets with the requirement under the provisions of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding their Committee positions, if any, in other public companies as on March 31, 2021, have been made by all the Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations, read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the said Regulations, they have submitted declarations that they meet with the criteria of independence as provided in the said Regulations and are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Board of Directors, after due assessment of veracity of such declarations, have taken them on record.

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	Non-Executive Independent Director
4	Mr. Vishwas Kulkarni	06953750	Director	Non-Executive Independent Director
5	Dr. Neetin Desai	02622364	Director	Non-Executive Independent Director
6	Miss. Amruta Velumani	06534120	Director	Non-Executive Director - Promoter Group
7	Dr. Indumati Gopinathan	06779331	Director	Non-Executive, Independent Director

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

**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, 2021 and at the last Annual General Meeting are given below:.

S.No.	Name	Board Meetings		Attendance at AGM held on 29-09-2020
		Held during the tenure of the Director	Attended	
1	Dr. A. Velumani	5	5	Yes
2	Mr. A. Sundararaju	5	5	Yes
3	Mr. Gopalkrishna Shivaram Hegde	5	5	Yes
4	Mr. Vishwas Kulkarni	5	5	Yes
5	Dr. Neetin Desai	5	4	Yes
6	Miss. Amruta Velumani	5	5	Yes
7	Dr. Indumati Gopinathan	5	5	Yes

**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			Name of the listed entities where holding directorship, and category of directorship
		No. of Directorships	No. of Committee Membership	No. of Committee Chairmanship	
1	Dr. A. Velumani	3	-	-	-
2	Mr. A. Sundararaju	3	1	-	-
3	Mr. Gopalkrishna Shivaram Hegde	1	-	2	-
4	Mr. Vishwas Kulkarni	-	-	-	-
5	Dr. Neetin Desai	-	-	-	-
6	Miss. Amruta Velumani	-	-	-	-
7	Dr. Indumati Gopinathan	-	-	-	-

**d) Number of Board Meetings:**

The Board meets at regular intervals to discuss, inter alia, quarterly financial results, significant developments and other regular subjects including information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, as applicable, and take appropriate decisions.

The notice of Board / Committee Meetings is given well in advance to all the Directors, and the Agenda is circulated at least one week prior to the date of the Meeting. The Agenda includes an Action Taken Report comprising of actions taken arising out of the decisions taken at the earlier Meeting, and detailed notes on the items to be discussed at the Meeting to enable the Directors to take an informed decision.

During the financial year ended 31st March, 2021, five Board Meetings were held as follows:

(i) 23-05-2020, (ii) 31-07-2020, (iii) 10-09-2020, (iv) 28-10-2020, and (v) 30-01-2021.

The maximum interval between any two Meetings was well within the maximum allowed gap of 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 is related to any of the other directors.

## f. Shares held by Non-Executive Directors:

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

The Company has not issued any convertible instruments.

## 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-relations)

## h) Matrix setting out the skills / expertise / competence of the Board of Directors.

S. No.	Skill Area	Expectation								
			Dr. A. Velumani	Mr. A. Sundararaju	Mr. G.S. Hegde	Mr. Vishwas Kulkarni	Dr. Neetin Desai	Mr. N. Palanisamy	Miss. Amruta Velumani	Dr. Indumati Gopinathan
1	Experience in leading a large business enterprise	Ability to lead an enterprise having sizeable manpower, diverse clientele, business associates having different business background and others connected with the business.	√	√	-	-	√	-	√	√
2	Working out correct business strategies and policies.	Ability to think strategically; identify and critically assess strategic opportunities and threats. Develop effective strategies for achieving the given objectives of the Company, relevant policies and priorities.	√	√	√	√	√	-	√	√
3	Technical / Professional skills	Knowledge of the type of Company's business and appropriate exposure with ability to identify evolving trends in the area of Company's business and identify opportunities for the business development.	√	√	-	-	√	-	√	√
4	Legal acumen and exposure to changing regulatory landscape.	Ability to understand the compliance requirements under various laws, and also to guide and ensure that the board's responsibility in overseeing compliance with statutory rules and regulations is properly discharged	√	√	√	√	-	-	-	-
5	Risk management	Ability to identify key risks to in a wide range of areas including commercial operations, business environment, management of clients, vendors, employees and others, and issues involving legal and regulatory compliance.	√	√	√	√	√	-	√	√

6	Financial Knowledge	Ability to understand and analyze key financial statements, critically assess financial viability and performance, oversee efficient use of resource	√	√	√	√	√	-	√	√
7	Marketing & Communications and consumers' expectations.	Knowledge of and exposure to nuances of marketing and public promotion campaigns, and ability to gather information relating to consumers' expectations and grievances.	√	√	√	√	√	-	√	√
8	Commercial Experience.	A broad range of commercial / business experience, preferably in areas relating or relevant to the Company's business.	√	√	√	√	√	-	√	√
9	Human Resources Management	Ability to understand the competencies expected of human resources forming the backbone of the Company, their expectation and the ways and means of monitoring their performance, attitude and contribution.	√	√	√	√	√	-	√	√

#### l) Independent Directors:

The Board of Directors confirms that in its opinion, the independent directors fulfill the conditions specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the management.

No Independent Director has resigned during the year under review.

### 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;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming

into force of this provision. and

23. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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	Category of Director
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 (i) 23-05-2020, (ii) 31-07-2020, (iii) 28-10-2020, and (iv) 30-01-2021.

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. A. Sundararaju	Member	4	4

**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, and recommending to the Board all remuneration, in whatever form, payable to senior management.
- 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;

8. 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;

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

10. 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;

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

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

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

12. 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 a Non-Executive Independent Director as Chairman, and two Non-Executive Independent Directors as Members as shown below:

S.No.	Name	Category of Director	Position in Committee
1	Mr. Gopalkrishna Shivaram Hegde	Non-executive Independent Director	Chairman
2	Mr. Vishwas Kulkarni	Non-executive Independent Director	Member
3	Dr. Indumati Gopinathan	Non-executive Independent Director	Member

**c) Meetings and attendance during the year.**

During the year, there were three meetings of Nomination & Remuneration Committee, held on 23-05-2020, 10-09-2020 and 30-03-2021. 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	3	3
2	Mr. Vishwas Kulkarni	Member	3	3
3	Dr. Indumati Gopinathan	Member	3	3

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 only 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 - Rs.
1	Mr. Gopalkrishna Shivaram Hegde	Rs. 1,70,000/-
2	Mr. Vishwas Kulkarni	Rs. 1,40,000/-
3	Dr. Neetin Desai	Rs. 50,000/-
	Dr. Indumati Gopinathan	Rs. 90,000/-

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) The criteria of making payments to non-executive directors has been disseminated in the Company's website, www.thyrocare.com.

d) 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:

	Dr. A. Velumani, Chairman & Managing Director	Mr. A. Sundararaju, Executive Director & Chief Financial Officer
Salary	Rs. 12/- *	Rs. 60,00,000/-
Benefits	-	-
Bonuses	-	-
Stock Option	-	-
Pension	-	-
Commission	-	-
Leave Encashment	-	-
Total	Rs. 12/-	Rs. 60,00,000/-
Service Contract	Appointed for a term of five years from April 01, 2020.	Appointed for a term of five years from April 01, 2020.
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 the same remuneration of Rs. 5 lakhs only per month.

**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 (who is also a CFO) 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	Non-Executive Independent Director	Chairman
2	Mr. A. Sundararaju	Executive Director & Chief Financial Officer	Member
3	Miss. Amruta Velumani	Non-executive Non-Independent 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: Nil

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

S.No.	AGM Detail	Venue	Time & Date
1	18 <sup>th</sup> Annual General Meeting	Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400 705	3.00 P.M. on September 01, 2018
2	19 <sup>th</sup> Annual General Meeting	Hotel Yogi Midtown, Plot No. DX-12, TTC Industrial Area, Mumbai-Pune Road, Turbhe, Navi Mumbai-400 705	3.00 P.M. on August 24, 2019
3	20 <sup>th</sup> Annual General Meeting	Meeting conducted through Video Conferencing / Other Audio Visual Means	3.00 P.M. on September 29, 2020

## b) Special resolutions passed in the previous three annual general meetings:

**18<sup>th</sup> Annual General Meeting:**

1. Issue of Stock Options equivalent to 40,452 equity shares to the eligible employees of the Company.
2. Buyback Proposal.

**19<sup>th</sup> Annual General Meeting:**

1. Issue of Stock Options equivalent to 40,429 equity shares to the eligible employees of the Company.
2. Reappointment of Mr. Gopalkrishna Shivram Hegde (DIN: 00157676) as a Non-Executive Independent Director.
3. Reappointment of Mr. Vishwas Kulkarni (DIN: 06953750) as a Non-Executive Independent Director.
4. Reappointment of Dr. Neetin Desai (DIN: 02622364) as a Non-Executive Independent Director

**20<sup>th</sup> Annual General Meeting:**

1. Issue of Stock Options equivalent to 40,429 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:

No special resolution is proposed to be conducted through postal ballot on or before the ensuing AGM.

## 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 Free Press Journal (English) and Pudhari (Marathi), and are displayed on the Company's website [www.thyrocare.com](http://www.thyrocare.com).

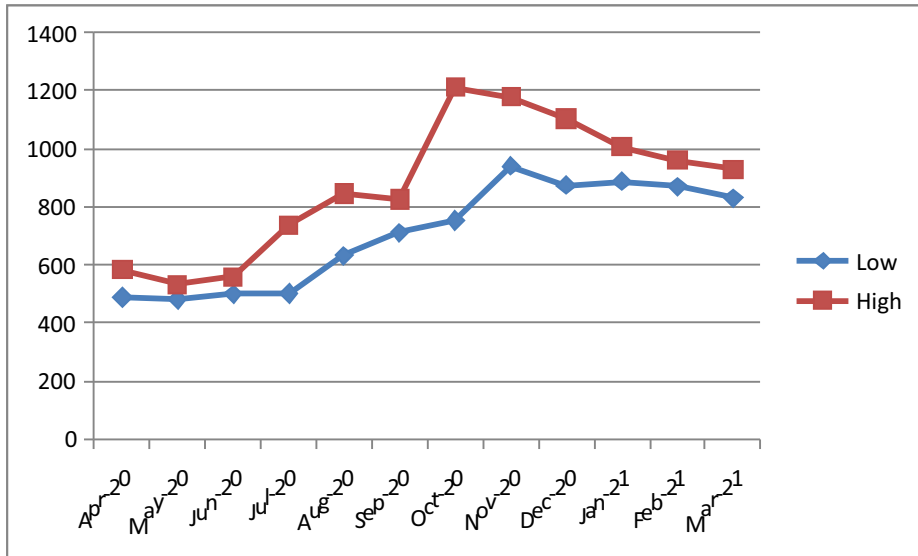
All advertisements, intimations given to the Stock Exchanges, transcripts of post-results conference calls and press releases, if any, are also displayed on the Company's website, [www.thyrocare.com](http://www.thyrocare.com).

## 9) GENERAL SHAREHOLDER INFORMATION

<b>A. 21<sup>th</sup> Annual General Meeting</b>	
Date	26-06-2021
Day	Saturday
Time	03.00 P.M.
Venue	Through video conferencing (VC)/other audio visual means (OAVM). The venue of AGM shall be deemed to be the corporate office of the Company situated at D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400703
<b>B. Financial Year</b>	1 <sup>st</sup> April to 31 <sup>st</sup> March.
<b>C. Dividend Payment Date</b>	Within 30 days from the date of approval by the Shareholders for the dividend, if any.
<b>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);</b>	National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051 BSE Limited, 1 <sup>st</sup> Floor, P.J. Towers, Exchange Plaza, Dalal Street, Fort, Mumbai-400 001 Annual Listing fee has been paid to both the exchanges.
<b>E. Stock Code</b>	NSE – THYROCARE BSE – 539871

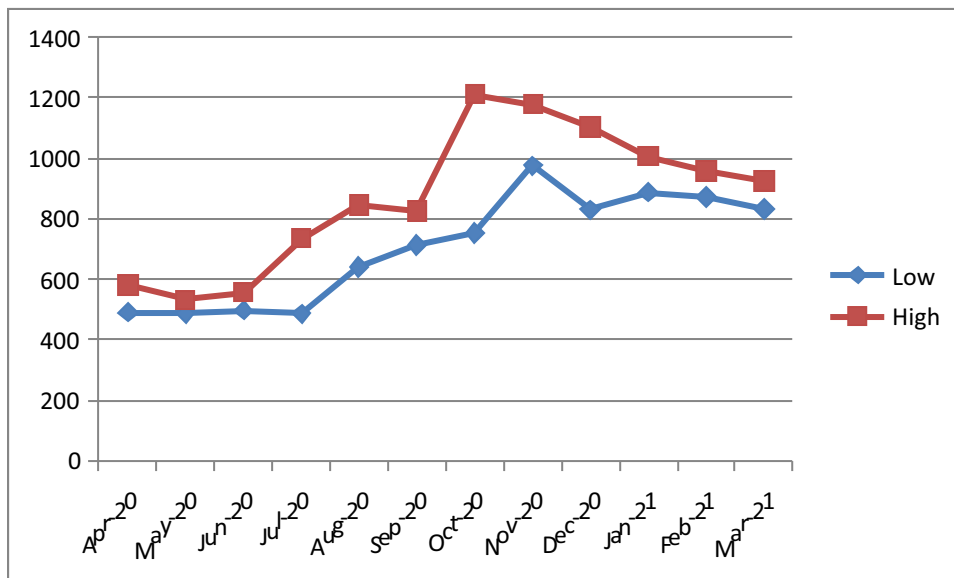
### F. Share Price Movement at NSE

Month	Low	High	No. of shares traded
Apr-20	489.00	582.70	2,744,708
May-20	482.00	531.90	1,420,333
Jun-20	499.00	558.00	11,62,950
Jul-20	502.00	737.70	5,554,636
Aug-20	631.25	846.90	7,775,475
Sep-20	711.15	827.00	2,616,274
Oct-20	753.00	1212.00	18,160,487
Nov-20	940.00	1180.00	3,595,154
Dec-20	875.15	1103.70	2,345,538
Jan-21	888.15	1005.90	2,320,540
Feb-21	871.00	960.00	3,093,207
Mar-21	831.00	929.00	3,881,139



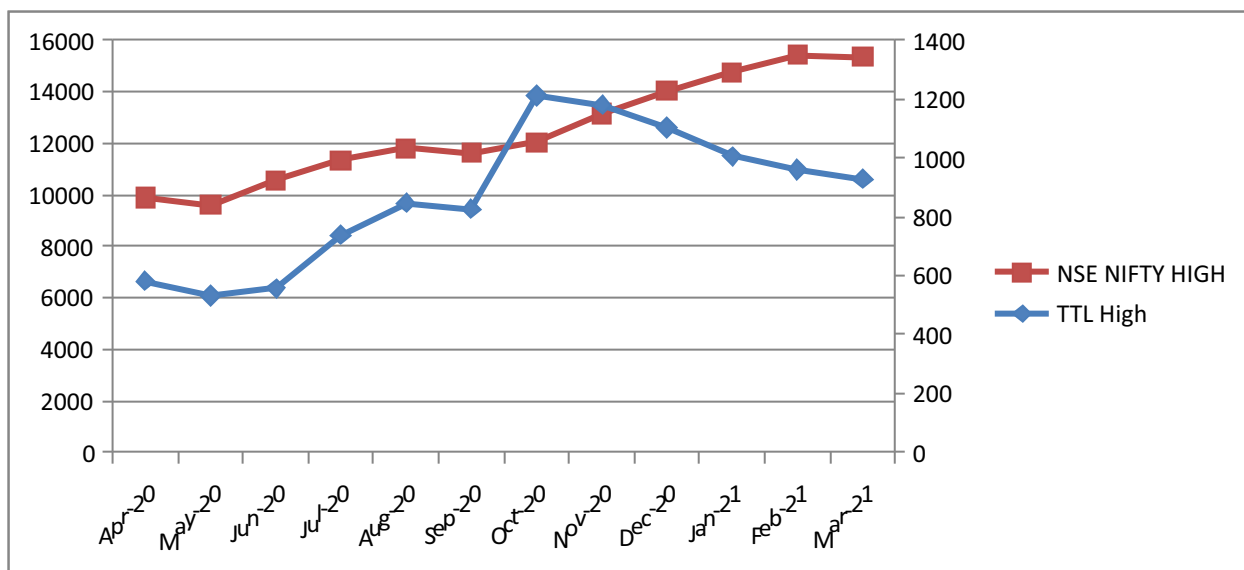
High / Low at BSE during each month in the year under reporting:

Month	Low	High	No. of shares traded
Apr-20	490.00	581.9	127,750
May-20	485.3	531.95	38,217
Jun-20	498.25	557.50	257,324
Jul-20	485.30	736.00	403,762
Aug-20	641.50	845.25	498,462
Sep-20	712.95	827.05	174,342
Oct-20	752.60	1212.00	1,073,493
Nov-20	975.00	1179.85	312,532
Dec-20	830.05	1103.00	203,881
Jan-21	887.45	1006.10	217,673
Feb-21	871.25	958.90	139,847
Mar-21	832.00	925.50	355,309

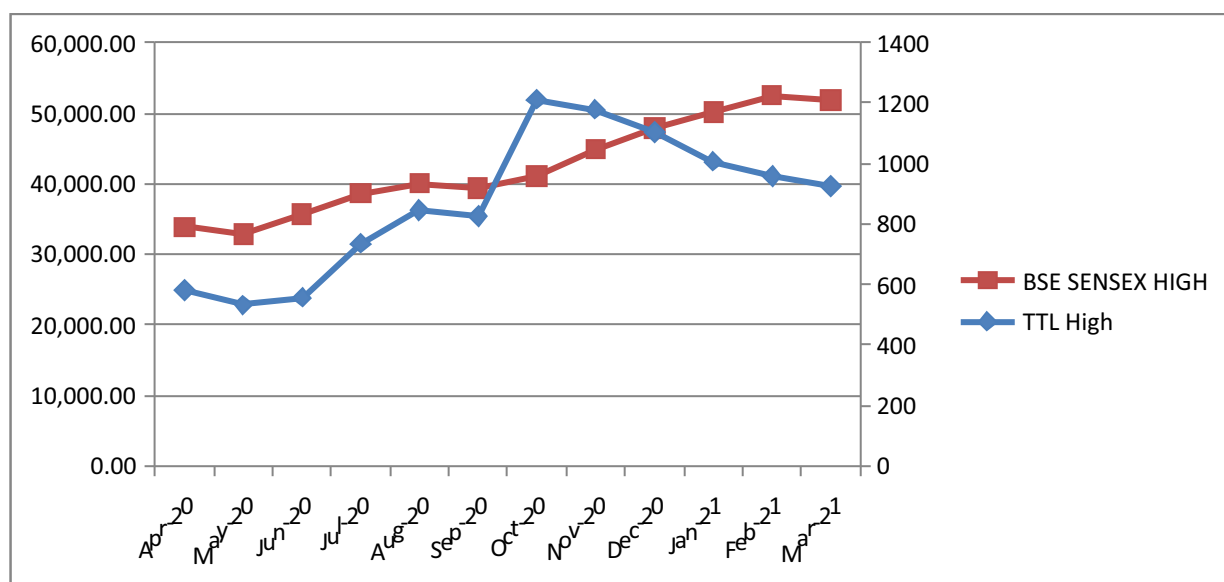


**G. Performance in comparison with broad-based indices – with NSE Nifty and BSE Sensex:**

Comparison with TTL High and Nifty High:



Comparison with TTL High and Nifty High:



<b>H. Reasons for suspension,</b>	if any There is no suspension.
<b>I. Registrar to an issue and share transfer agents;</b>	Link Intime India Pvt. Limited, C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai, MH 400083.
<b>J. Share Transfer System</b>	All shares are in demat form, except for five (5) shares, which are held in physical form by the concerned shareholder, as on 08-05-2021.  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. However, SEBI has prohibited transfer of shares in physical form effective from April 01, 2019. If any shareholder holding shares in physical form wishes to transfer the shares, he will have to dematerialise the shares and then transfer the shares in demat form.

**K. Shareholding Pattern as on May 08, 2021**

S. No.	Category	No. of shares	%age
1	Promoters	34972999	66.14%
2	Foreign Portfolio Investors	10895840	20.61%
3	Mutual Funds & Alternative Investment Funds	2933997	5.55%
4	Public - Individuals, HUFs & Trusts	2620590	4.96%
5	Other Bodies Corporate & LLP	141866	0.27%
6	Clearing Members	279895	0.53%
7	Insurance Companies, Banks, NBFCs & FIs	833179	1.57%
8	Non Resident Indians (repatriable & non-repatriable)	196053	0.37%
	Total	52874419	100%

**Distribution of Shareholding as on May 08, 2021:**

Thyrocare Technologies Limited					
S. No.	Shareholding Range	Number of Shareholders	% of Total Shareholders	Total No. of shares	% of Total Share Capital
1	1 to 500	49220	98.48	1816348	3.44
2	501 to 1000	389	0.78	298876	0.57
3	1001 to 2000	139	0.28	209683	0.40
4	2001 to 3000	47	0.09	117933	0.22
5	3001 to 4000	30	0.06	105383	0.20
6	4001 to 5000	27	0.05	127442	0.24
7	5001 to 10000	57	0.11	388577	0.73
8	10001 and above	73	0.15	49810177	94.20
	<b>TOTAL :</b>	<b>49982</b>	<b>100.00</b>	<b>528744199</b>	<b>100.00</b>

**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 by one shareholder 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 fourteen Regional Processing Laboratories at the following places:

1. New Delhi.	2. Hyderabad.	3. Coimbatore.
4. Kolkata.	5. Bhopal.	6. Bangaluru.
7. Mumbai	8. Patna	9. Chennai
10. Pune	11. Bhubaneswar	12. Gurgaon
13. Lucknow	14. Cochin.	

**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](mailto:asr@thyrocare.com)

**Q) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:**

The Company has not sought / obtained any credit rating; the Company has not issued any debt instruments, does not have any fixed deposit scheme and has no proposal involving mobilization of funds in India or abroad.

**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, <a href="http://www.thyrocare.com">www.thyrocare.com</a> . 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, <a href="http://www.thyrocare.com">www.thyrocare.com</a> .
(f) web link where policy on dealing with related party transactions is disclosed.	The policy for dealing with Related Party transactions is disclosed at the company's website, <a href="http://www.thyrocare.com">www.thyrocare.com</a>
(g) disclosure of commodity price risks and commodity hedging activities.	Not applicable, as the Company is not dealing with any 'commodities'.
(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).	During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement.
(i) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.	Certificate from Mr. V. Suresh, Practising Company Secretary, is attached.
(j) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:	During the year, there has been no occasion where the Board has not accepted any recommendation of any of the Committees.



(k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network Firm / network entity of which the statutory auditor is a part.	Rs. 67,17,210/- paid during 2020-21 on consolidated basis, for all the services rendered for the period.
(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:	
Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year.	Nil
(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.

### Other Corporate Governance Requirements:

#### (1) The Company has also constituted the following Committees:

a) Corporate Social Responsibility Committee consisting of the following members:

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

b) Risk Management Committee consisting of the following members:

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

2. During the year under review, the Independent Directors had an exclusive meeting, without the presence of non-independent directors and members of the management and all the independent directors were present at such meeting. During this meeting, the Independent Directors (a) reviewed the performance of non-independent directors and the board of directors as a whole; (b) reviewed the performance of the chairperson and the executive director of the listed entity, taking into account the views of executive directors and non-executive directors; and (c) assessed the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

3. Corporate Governance requirements with respect to the subsidiary:

- a) The Company has nominated Mr. Gopalkrishna Shivaram Hegde, Independent Director, as an independent director on the board of the subsidiary company, Nuclear Healthcare Limited.
- b) The audit committee of the Company reviews the financial statements, in particular, the investments made by the unlisted subsidiary.
- c) The minutes of the meetings of the board of directors of the unlisted subsidiary are placed at the meeting of the board of directors of the Company.
- d) Details of all significant transactions and arrangements entered into by the unlisted subsidiary are being brought to the notice of the board of directors of the Company.
- e) The unlisted subsidiary has undertaken Secretarial Audit through a Company Secretary in practice, which would be annexed to its Annual Report.

<b>D. Declaration signed by the Managing Director 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.</b>	Declaration signed by the Managing Director is attached	
<b>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.</b>	Compliance Certificate from the Auditors is annexed.	
<b>F. Disclosures with respect to demat suspense account / unclaimed suspense account</b>		
(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

**Managing Director / Chief Financial Officer (CFO) certification**

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Navi Mumbai  
Date: May 08, 2021

A. Sundararaju  
Executive Director & CFO

Dr. A. Velumani  
Chairman & Managing Director

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Director, Non-Independent Director and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has, in respect of the year ended March 31, 2021, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the employees in the Deputy General Manager cadre and above as on March 31, 2021.

Place: Navi Mumbai  
Date: May 08, 2021

Dr. A. Velumani  
Chairman and Managing Director

**Certificate of Non-Disqualification of Directors**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of  
Thyrocare Technologies Limited,  
D-37/1, TTC Industrial Rea, MIDC, Turbhe,  
Navi Mumbai-400 703.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Thyrocare Technologies Limited having CIN:L85110MH2000PLC123882 and having registered office at D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai – 400 703 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of appointment in Company
1	Dr. Velumani Arokiaswamy	00002804	01-04-2009
2	Mr. Sundararaju Arokiaswamy	00003260	28-01-2000
3	Mr. Gopal Shivram Hegde	00157676	21-08-2014
4	Mr. Vishwas Madhav Kulkarni	06953750	21-08-2014
5	Dr. Neetin Shivajirao Desai	02622364	20-09-2014
6	Ms. Amruta Velumani	06534120	22-02-2016
7	Dr. Indumati Gopinathan	06779331	12-08-2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai  
Date: 29-04-2021

For V Suresh Associates  
Practising Company Secretaries  
V Suresh  
Senior Partner  
FCS No. 2969  
C.P.No. 6032  
Peer Review Cert. No. :667/2020  
UDIN: F002969C00021135

# Independent Auditors' Certificate On Compliance With The Corporate Governance Requirements Under Sebi (listing Obligations And Disclosure Requirements) Regulations, 2015

## To the members of Thyrocare Technologies Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 3 October 2018.
2. We have examined the compliance of conditions of Corporate Governance by **Thyrocare Technologies Limited** ("the Company"), for the year ended 31 March 2021 as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

## Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

## Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2021.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
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.

## Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

## Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, 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)

Place: Mumbai  
Date: 8 May 2021

Amar Sunder  
Partner  
Membership Number: 078305  
ICAI UDIN : 21078305AAAAAY4960

# Management Discussion and Analysis

## Overview

Thyrocare is one of the leading pan-India diagnostic chains that conducts an array of medical diagnostic tests and profiles of tests that center on early detection and management of disorders and diseases. We are the pioneers in the private sector offering entire range of laboratory services across the nation. Our quarter-century long credentials have made the Indian Council for Medical Research to sponsor us, among the top players in the private sector, to accept referrals from governments and civic bodies for Covid-19 testing through our fully automated testing facility at Navi Mumbai. As you would be pleased to appreciate, we, the laboratory service providers, are the first among the Covid frontline warriors, risking hundreds of our own personnel's health and yet pledging our unstinted support for the cause. Thyrocare continues to serve as the sole COVID testing laboratory for MCGM for the isolation facilities at Seven Hills Hospital, Sion Hospital and NESCO Jumbo isolation facility. A diagnostic laboratory that has not tested a single swab till February 2020, today has built in capacity to process and report more than 50000 swab samples, spread across three dedicated COVID testing laboratories. Thyrocare has processed more than a million samples in less than a year, with remarkable turn around time, accuracy in reporting and in compliance, mainly due to its decades long experience in dealing with diagnostic needs of people.

As of March 31, 2021, we offered 279 tests and 79 profiles of tests to detect a number of disorders, including thyroid disorders, growth disorders, metabolism disorders, auto-immunity, diabetes, anemia, cardiovascular disorders, infertility and various infectious diseases. Our profiles of tests include 34 profiles of tests administered under our "Aarogyam" brand, which offers patients a suite of wellness and preventive health care tests. We primarily operate our testing services through a fully-automated Centralised Processing Laboratory (the "CPL") and have expanded our operations to include a network of Regional Processing Laboratories (the "RPLs").

Through our wholly owned subsidiary, Nueclear Healthcare Limited, we operate a network of molecular imaging centers in New Delhi, Navi Mumbai, Hyderabad, Central Mumbai, Western Mumbai, Nashik, Aurangabad and Bangalore, focused on early and effective cancer monitoring.

Our CPL, which is located in Navi Mumbai, is equipped with automated systems, diagnostic testing instruments and processes from leading international and Indian healthcare brands. The CPL is fully automated and driven by a barcoded and bi-directionally-interfaced system and Laboratory information system. The CPL meets international standards of quality and has received global accreditations from College of American Pathologists (CAP), National Accreditation Board for Testing and Calibration Laboratories (NABL) and the ISO. We commenced setting up RPLs in 2014 and currently operate

14 RPLs, one in each of New Delhi, Coimbatore, Hyderabad, Kolkata, Bangalore, Bhopal, Mumbai, Patna, Pune, Bhubaneswar, Cochin, Lucknow, Gurgaon and Chennai which process samples sourced from their respective regions. We commenced setting up Zonal Processing Laboratories (ZPLs) in 2021, to ensure that these ZPLs can effectively operate as COVID-RTPCR testing laboratories in the respective region and at the same time can able to perform certain advanced tests that are currently managed from the centralized processing laboratory. Currently we operate 2 ZPLs each at Delhi and Bangalore respectively, that are also processing COVID-RTPCR samples and duly accredited by NABL. We are in the process of setting up our next ZPL at Kolkata, that shall also able to process COVID-RTPCR samples. This would lead to enhancement of our capacity to process and report COVID-RTPCR tests significantly over the period. For Covid-19 testing, we at Thyrocare use only ICMR approved kits and not deviating from protocols provided by vendors and/ or ICMR. We at Thyrocare use completely automated solution for extraction, RNA addition and PCR. Addition of RNA with Reagent Mix is also automated with the help of liquid handler system at Thyrocare, which excludes the possibility of cross or carry over contamination.

We collect samples through a pan-India network of authorized service providers comprised of Thyrocare Service Providers (TSPs), Thyrocare Aggregators (TAGs) and Online Clients (OLCs), who in turn source these samples from local hospitals, laboratories, diagnostic centers, nursing homes, clinics and doctors that avail diagnostic services from us. As of March 31, 2021, we had a network of about 4,500 service providers, comprised of TSPs, TAGs, OLCs, HVCs spread across more than 250 districts covering all the states within the country. Our wide spread network of authorized service providers has enabled us to expand the reach of the CPL, RPLs and ZPLs, thereby providing us with access to a larger customer base.

Through NHL, we are developing a growing network of molecular imaging centers, which focuses primarily on early and effective cancer monitoring. Each of our imaging centers use PET-CT scanners to assist in cancer diagnosis, staging, monitoring of treatment, and efficacy and evaluation of disease recurrence. We currently have 10 operating PET-CT scanners in our 8 imaging centers : two in Navi Mumbai, two in New Delhi, one each in Hyderabad, Central Mumbai, Western Mumbai, Aurangabad, Nashik and Bangalore. We have disposed off our Jaipur PET-CT business during the financial year, as the same was not economically viable post pandemic. NHL also owns and operates a medical cyclotron unit in Navi Mumbai, which produces the radioactive bio-marker FDG required for PET-CT scanning. We believe we have developed a platform of affordable diagnostic services and are in a position to further develop our services and enhance our test offerings.

#### Our key competitive strengths are :

- Portfolio of specialized tests with an emphasis on wellness and preventive healthcare.
- Multi-lab model driving volume growth and economies of scale.
- Pan-India collection network supported by logistics capabilities and information technology infrastructure.
- Capital efficiencies in our diagnostic testing business.
- Experienced senior leadership and management team.

These standalone/ consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

#### Industry structure and developments

The Indian diagnostic market is a small when compared to the diagnostic market in developed countries, due to lower healthcare spending as % of GDP. In 2018, the healthcare spending as % of GDP by India was merely 3.5%, whereas for developed countries like UK and USA, it was 10% and 17% of GDP respectively. The Indian diagnostic market is highly underpenetrated, with huge potential for growth. The research shows that, it is fast growing segment of the overall healthcare market. The Indian diagnostic market is poised to grow at 13% CAGR till FY23, due to various growth drivers such as aging population, rising insurance penetration and growing thrust on preventive care diagnostics. Currently about 25% of total population is above 45 years of age and by FY23 this tend to cross 30%, leading to higher demand for the diagnostic of diseases and disorders. That apart the population seeking insurance coverage is growing at CAGR of 17% in 5 years upto 2019, that would also lead to growing demand for diagnostics through various other channels.

The industry is dominated by small and regional unorganized diagnostic laboratories, which controls more than 70% of the total diagnostic market. Before pandemic, due to significant latent demand emerging on the back of improving economic conditions in the country and a rapidly emerging urban population, though the significant chunk is getting converted from unorganized to organized, since there are no entry barriers, more and more unorganized players were entering into the space and there seems no significant shift in the share of organized players in the total diagnostic market. However, COVID-19 has deeply impacted the landscape of Indian Diagnostics. There is increased reliance on organized players since local unorganized players are facing operational challenges. There is an increased salience of reports from organized players given higher degree of trust in established brand with high-tech and accredited laboratories. Also given the current situation, and no immediate respite available from COVID-19, the RTPCR test would be most routine and

common test to garner business. That will also benefit organized players with huge testing capacity and since they have developed over the years pan India logistic network. Simultaneously increased awareness about the health in small and medium cities is likely to ensure growth for the diagnostic industry as a whole.

According to industry estimates, the diagnostic market are anticipated to grow at 12-13%, with the general expectation that the organized chains would able to deliver growth at an even higher rate. In India's healthcare industry, diagnostic services play the role of an information intermediary, providing useful information for the accurate diagnosis and treatment of patients' diseases. The diagnostic industry in India can be classified into pathology testing services and imaging diagnostic services. Pathology testing or invitro diagnosis involves the collection of samples, in the form of blood, urine, stool, etc., and analyzing them using laboratory equipment and technology to arrive at useful clinical information, in order to assist with treatment of patents' diseases. The pathology testing segment includes biochemistry, immunology, hematology, urine analysis, molecular diagnosis and microbiology. Imaging diagnosis or radiology involves imaging procedures such as X-rays and ultrasounds, which help mark anatomical or physiological changes inside a patient's body, in order to assist doctors to diagnose patient's disease. The imaging diagnostic segment also includes more complex tests, such as CT scans and MRIs, and highly specialized tests, such as PET-CT scans.

According to the Research Reports on Indian healthcare diagnostic industry, the industry is likely to grow by atleast 11-13% p.a. in next five years, largely driven by increase in healthcare spending by aging population, rising income levels, rising awareness for preventive testing, advanced healthcare diagnostic tests offerings and healthcare measures introduced by stable government at central. The government sponsored schemes like Ayushman Bharat which caters to the poorest income population will likely bring more patients under the ambit of health cover.

#### Strategy

Our strategic objective is to have sustainable productive growth by maintaining the profit margins, without compromising on the quality and the cost of the delivery of our services.

The novel coronavirus [COVID-19] pandemic continues to spread around the globe rapidly. The virus has taken its toll on not just human life, but business and financial markets too, the extent of which is currently indeterminate.

In view of the lockdown across the country due to the outbreak of COVID pandemic during the previous year, operations of the Company (collection centers, imaging centers, centralized processing laboratory, regional processing laboratories and offices, etc.) were scaled down or shut down from second half

of March 2020. Although some of the states have initiated measures to lift the lockdown either partially or fully in the later part of the financial year, the duration of this lockdown was uncertain in almost all the states. Due to surge of COVID-19 cases in India, in the month of March 2021, the country might face partial/ full lockdown.

The Company has resumed its full operations in the second quarter of financial year and as compared to the previous year is better equipped to manage the operations effectively in the event of a lockdown. The Company is also authorized by ICMR to perform COVID-19 tests using RT-PCR technology at its centralized processing laboratory and COVID – RT-PCR testing laboratories at Delhi and Bangalore.

#### *Ability to maintain operations*

The Company continues to closely monitor the situation and will take appropriate action as necessary to scale up operations in compliance with the applicable regulations. As per the Company's current assessment, there is no significant impact estimated in respect of the carrying amounts of assets of the Company including inventories, intangible assets, trade receivables, investments and other financial assets, and the Company continues to closely monitor changes in future economic conditions. In view of the estimation uncertainty arising from the unprecedented nature of the COVID-19 pandemic, the eventual outcome of the impact of the pandemic may be different from that estimated as on the date of approval of these financial results.

#### *Steps taken for smooth functioning of operations*

The business of the Group largely depends on the test requisitioned by the medical practitioners, hospitals, clinics and dispensaries. The tests requisitioned are processed at the centralised processing laboratory or at regional processing laboratory. The Group has adequate resources to ensure that the samples are routed to the centralised processing laboratory or at regional processing laboratory. Meanwhile, the Group, being engaged into healthcare, has already taken all adequate measures to ensure safety of its employees, executives, senior employees, directors, vendors and customers, to ensure smooth and safe functioning of operations.

Further, it is believed that public health officials would continue to avail the services from private laboratories for some time, resulting in effective flow of operations smoothly.

#### *Demand for services / products*

Increased awareness among all sections of the society, including from in-bound and out-bound travelers, is likely to enhance the demand for the services and products of the Company.

This apart in order to achieve sustainable growth, our business strategy continues to be in the following lines :

#### *Continue to grow our wellness offerings and expand our product offering.*

We will continue to focus on growth of our wellness and preventive offerings and expansion of our test offerings through aggressive price rationalization. We being the leaders in preventive care diagnostic test offerings with 'Aarogyam' brand, recognizing the growth opportunity, in this segment we are well positioned to leverage our expertise and brand, we are focusing a significant proportion of our marketing efforts on preventive diagnostic and wellness offerings.

We intend to expand our diagnostic test offerings through the acquisition of new technologies, including both instruments and processes. Our initiative to launch Tuberculosis testing through dedicated 'Focus TB' has already ensured to garner volumes in the region and we intend to expand our footprints in other parts of the country by replicating the laboratory setup.

Our focus on Covid-19 business is likely to continue till the end of the pandemic. We intended to expand our presence through setting up of NABL accredited Covid testing laboratory in Delhi and other metro cities and accordingly, we have commenced operations at our Covid RTPCR testing laboratory in Delhi and Bangalore in last year. We intend to expand our presence in eastern part of India by setting up NABL accredited Covid testing laboratory in Kolkata in few months. We will continue to test Covid samples from other states in order to ensure that none of the states suffer due to non-availability of diagnostic facility to contain the pandemic.

#### *Continue to set-up Zonal Processing Laboratories (ZPLs) strategically to perform advance tests so as to cover the country and simultaneously grow our network of RPLs and authorized service providers.*

We intend to set-up Zonal Processing Laboratories (ZPLs), strategically to perform advance tests so as to cover the country. Since March 2020, our operations were largely affected due to restrictions on the movement of goods and personnel across states. This has also resulted in erosion of our revenue from some of the advanced tests that are performed in our centralised processing laboratory apart from impacting our turn around time for these tests. Seeing the huge growth potential available, post pandemic in highly underpenetrated diagnostic market we intend to set up ZPLs each at Delhi, Bangalore and Kolkata. These ZPLs, which shall be akin to our centralised processing laboratory, can perform some of the complex and advance tests at reasonable turnaround time so as to enable us to cater to the needs of our patients and at the same time compete with regional and national players effectively.

We intend to strengthen and grow our coverage of regions across India through our network of RPLs and authorized service providers. By expanding this network, we plan to simultaneously increase our customer base, generate higher volume of samples for processing, improve our turnaround



time and optimize our logistic costs.

We plan on targeted expansion by continuing to open RPLs in locations in close proximity to rail or road networks and in markets that are expected to generate high volumes of samples. In order to sustain our future growth and client base, we are also focused on increasing the number and quality of the authorized service providers. We intend to use the expanded network of RPLs and authorized service providers to bolster brand visibility and increase the accessibility of our services. We have presence throughout the country equally spread in all states through our touch points. We have been now targeting uncovered client base by penetrating deeper into the regions by offering on door services to smaller clinics, dispensaries, laboratories and hospitals.

*Continue to develop our subsidiary business to provide affordable PET-CT scanning.*

We currently have 8 imaging centers operating 10 PET-CT scanners. We believe having backward integration with our own cyclotron provides us with greater flexibility, reliability and cost effectiveness as we expand our operations. We intend to ensure now the number of PET-CT scans per center are improved to attain break even for newly started centre with more matured centres to fund the deployment of additional centres.

The pandemic and the imposed lockdown has caused huge disruption, since there were limitation on movement of patients and FDG, during this period. Therefore we intend to ensure that our PET-CT operations are set-up or transferred at locations near our medical cyclotron or at any locations where sustainable availability of FDG can be ensured through our tie-ups with the local medical cyclotron vendor. We used this lockdown period to transfer one of the PET-CT to our newer centre at Borivali. We intend to transfer existing PET-CTs to locations that can yield higher revenue and at the lower cost of operations.

*Expand our service platform by developing new channels that leverage the strength of our brand and network.*

We plan to increase the breadth of our testing and services platform through new channels that leverage our brand, multi-lab (regional processing) model and pan-India network of service providers.

We have introduced various channels such as Online clients (OLCs), BTECHs (Blood collection technician), Blood collection technician online clients (BOLCs) and Last mile executives (LMEs) to ensure that our offerings to our patients are reached in most cost effective and timely manner. We will continue to expand our presence deeper by serving directly to our sample giving clients.

### Human Resource

The Human Resources department at Thyrocare always ensure to hire fresh talents, help realize their potential and bestows right culture and capabilities amongst them. Human Resource management at Thyrocare is meticulously handled so that the employee learns during the tenure, understands the needs of the organization, reports periodically on self-development. Continual development of each employee for skillset and knowledge enhancement is the focus of training activities at Thyrocare. Thyrocare encourage employee development and education to achieve a dual goal of operational perfection and personnel enhancement. Thyrocare has ensured to set an excellent learning platform for each fresher associated with it.

The Human Resources department at Thyrocare not only ensures to hire employees for the organization but also ensures to source, train and develop resources as blood collection technicians, last mile executives and over the long run by training induce these resources to be our aggregators, online clients. In the last fiscal despite challenges, we have ensured that we are providing every possible privilege to our employees and ensured that their safety is not compromised at any stage.

We have set up thorough employment recruitment and screening processes. Over the last year, we received 12,738 applications from prospective employees, interviewed 8,850 applicants, and extended offers of employment to 5,840 applicants. The company has added about 600 (net) employees this year, taking the total strength to 1917 at the end of the previous year. In order to ensure safety of our employee, during the pandemic, we offered and extended the privilege to work from home to about more than 60% of our employees in customer service, marketing and other departments, without compromising on the adherence to the customer satisfaction.

As Thyrocare since inception ensured to recruit fresh talent, learning and training are inevitable part of the career in Thyrocare. We have separate training module for our staff to learn various processes that are organized through internal as well as external faculties. During the fiscal 2021, the total training man hours for the employee of the organization was over 64,764 man hours. We also encourage our employees to pursue higher studies and qualification courses by funding for their education fees.

The company grants share-based benefits to eligible employees with a view to attracting and retaining the talent, motivating employees to excel in their performance with company's performance, and ensures the participation of the employees as owner of the company to articulate the growth.

## Financial Performance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 (hereinafter referred to as the 'Ind AS') and other relevant provisions of the Act.

The standalone financial statements were authorized for issue by the Company's Board of Directors on 8 May 2021.

### I. Standalone Financial Performance

The management discussion and analysis given below relate to the audited standalone financial statements of Thyrocare Technologies Limited (hereinafter referred to as Thyrocare). The discussion should be read in conjunction with the financial statements and related notes to the financial statements for the year ended March 31, 2021.

### Dividend

Thyrocare has determined that as a matter of policy, the net cash surplus after providing for tax, capital expenditure expected to be incurred during the next financial year, and any other anticipated requirement of funds, may be distributed among the shareholders as dividend for the financial year concerned. The Board of Directors on 8 May 2021 have recommended the payment of final dividend of Rs. 15/- (Rupees Fifteen only) per equity share of the face value of Rs. 10/- each.

The following table provides the details of the standalone financial performance of Thyrocare –

	Fiscal 2021			Fiscal 2020	
		% of Income	% growth compared to Fiscal 2020		% of Income
<b>Income from Operations</b>	<b>474.27</b>	<b>100.00</b>	<b>18.3</b>	<b>401.06</b>	<b>100.00</b>
<b>Expenses</b>					
Cost of Materials consumed/ traded	160.55	33.85	42.9	112.34	28.01
Employee benefits expense	56.79	11.97	24.1	45.75	11.41
Other expenses	86.85	18.31	13.5	76.52	19.08
<b>Total Expenses</b>	<b>304.19</b>	<b>64.14</b>	<b>29.7</b>	<b>234.61</b>	<b>58.50</b>
<b>Earnings before interest, tax, depreciation and amortisation (EBITDA)</b>	<b>170.08</b>	<b>35.86</b>	<b>2.2</b>	<b>166.45</b>	<b>41.50</b>
Other income (net) excluding dividend & income from current investments	8.63	1.82	86.1	4.64	1.16
Dividend & income from current investments	3.65	0.77	-23.7	4.78	1.19
Depreciation and amortization expense	21.08	4.44	7.9	19.54	4.87
<b>Profit before exceptional item and tax</b>	<b>161.28</b>	<b>34.01</b>	<b>3.2</b>	<b>156.33</b>	<b>38.98</b>
Exceptional Items	-	0.00		(44.33)	-11.05
<b>Profit before tax (PBT)</b>	<b>161.28</b>	<b>34.01</b>	<b>44.0</b>	<b>112.00</b>	<b>27.93</b>
Tax expense	41.51	8.75	27.0	32.68	8.15
<b>Profit for the year (PAT)</b>	<b>119.77</b>	<b>25.25</b>	<b>51.0</b>	<b>79.32</b>	<b>19.78</b>

### Summary

**Revenue from operations** of Thyrocare aggregated to Rs. 474.27 crore in Fiscal 2021 as compared to Rs. 401.06 crore in Fiscal 2020, registering a growth of 18.3%.

**Earnings before interest, tax, depreciation and amortization (EBITDA)** (unadjusted) of Thyrocare aggregated to Rs. 170.08 crore in Fiscal 2021 as compared to Rs. 166.45 crore in Fiscal 2020.

**Profit after tax and after exceptional items (PAT)** (unadjusted) of Thyrocare aggregated to Rs. 119.77 crore in Fiscal 2021 as compared to Rs. 79.32 crore in Fiscal 2020.

**Total Assets** of Thyrocare after net off of liabilities aggregated to Rs. 445.46 crore in Fiscal 2021 as compared to Rs. 378.23 crore in Fiscal 2020.

### Revenue from operations

Revenue from operations increased from Rs. 401.06 crore in Fiscal 2020 to Rs. 474.27 crore in Fiscal 2021, registering a growth of 18.3% (8.3% in Fiscal 2020).

Reported revenue increased by 18.3% in Fiscal 2021 over Fiscal 2020 driven by revenue from COVID RT-PCR testing of Rs. 118.3 crore, whereas Non-COVID-19 diagnostics revenue decreased by 11% on account of COVID-19 pandemic and resultant lockdown.

### Expenses

#### Cost of material consumed

	Fiscal 2021		Fiscal 2020		
		% of reven. from diagn. services	% growth compared to Fiscal 2020		% of reven. from diagn. services
<b>Cost of materials consumed</b>					
Opening stock	18.11			15.26	
Add: Purchases	163.13			113.02	
	181.24			128.28	
Less: Closing stock	22.06			18.11	
<b>Cost of material consumed [A]</b>	<b>159.18</b>	<b>33.66</b>	<b>44.5</b>	<b>110.17</b>	<b>27.67</b>
Material consumed comprises:					
Reagents/ Diagnostics material	138.49	29.28		100.26	25.18
Consumables	20.69	4.37		9.91	2.49
	159.18	33.66		110.17	27.67

Cost of material consumed increased from Rs. 110.17 crore in Fiscal 2020 to Rs. 159.18 crore in Fiscal 2021 and the cost of material consumed to revenue from diagnostic services was 33.66% (27.67% in Fiscal 2020). Cost of material consumed includes the cost of reagents, diagnostic materials and other consumables instrumental to processing sample. The cost of material consumed to diagnostic services has increased during the year mainly on account of Covid-19 testing related reagents and consumables.

#### Cost of material traded

	Fiscal 2021			Fiscal 2020	
		% of reven. from sale	% growth compared to Fiscal 2020		
<b>Purchase of stock-in-trade</b>					
Glucose strips/ Gluco meter	1.09			2.25	
	1.09			2.25	
<b>Changes in inventories of stock-in-trade</b>					
Inventories at the end of the year:					
Glucose strips/ Gluco meter	0.10			0.38	
	0.10			0.38	
Inventories at the beginning of the year:					
Glucose strips/ Gluco meter	0.38			0.30	
	0.38			0.30	
Net change	0.28			(0.08)	
<b>Cost of material traded [B]</b>	<b>1.37</b>	<b>102.24</b>	<b>-36.87</b>	<b>2.17</b>	<b>73.81</b>

Cost of material traded remained at Rs. 1.37 crore in Fiscal 2021 compared to Rs. 2.17 crore in Fiscal 2020. The cost of material traded to revenue from sale has increased mainly due to usage/ sale of these consumables at no profits.

#### Cost of Materials consumed/ traded

	Fiscal 2021			Fiscal 2020	
		% of reven. from sale	% growth compared to Fiscal 2020		
<b>Cost of Materials consumed/ traded [A]+[B]</b>	<b>160.55</b>	<b>33.85</b>	<b>42.91</b>	<b>112.34</b>	<b>28.01</b>

The overall Cost of material consumed/ traded thus has increased from Rs. 112.34 crore in Fiscal 2020 to Rs. 160.55 crore in Fiscal 2021. The cost of material consumed/ traded to income from operations was 33.85% (28.01% in Fiscal 2020). The increase was mainly on account of Covid-19 testing related reagents and consumables, the prices of Covid-19 tests are capped by the state governments.

#### Employee benefits expense

	Fiscal 2021			Fiscal 2020	
		% of Income			% of Income
<b>Salaries, wages and bonus</b>	<b>44.62</b>	<b>9.41</b>		<b>35.75</b>	<b>8.91</b>
<b>Contributions to provident and other funds</b>	<b>3.63</b>	<b>0.77</b>		<b>3.29</b>	<b>0.82</b>
<b>Employees stock compensation expense</b>	<b>1.68</b>	<b>0.35</b>		<b>2.00</b>	<b>0.50</b>
<b>Gratuity</b>	<b>0.49</b>	<b>0.10</b>		<b>0.53</b>	<b>0.13</b>
<b>Compensated absences</b>	<b>4.13</b>	<b>0.87</b>		<b>2.21</b>	<b>0.55</b>
<b>Staff welfare expenses</b>	<b>2.24</b>	<b>0.47</b>		<b>1.97</b>	<b>0.49</b>
	<b>56.78</b>	<b>11.97</b>		<b>45.75</b>	<b>11.41</b>

Total employee benefits expenses were Rs. 56.78 crore in Fiscal 2021, increased from Rs. 45.75 crore in Fiscal 2020. The employee's benefits expenses as percentage of income from operations were 11.97% in Fiscal 2021 (11.41% in Fiscal 2020). While the average salary increments for employees amounted to 5-6% p. a., special incentives and increments were offered to key laboratory employees for their contribution during pandemic. The average headcount further increased to 1,519 in Fiscal 2021 due to employee additions in marketing department and network operations department. The provision for compensated absences increased by Rs. 1.7 Crore in Fiscal 2021 primarily on account of inclusion of sick leave and casual leave balances for determining defined benefit liability as per actuarial valuation in Fiscal 2021.

## Other expenses

	Fiscal 2021		Fiscal 2020	
		% of Income		% of Income
<b>Service charges</b>	<b>34.36</b>	<b>7.24</b>	<b>22.57</b>	<b>5.63</b>
<b>Rent</b>	<b>0.65</b>	<b>0.14</b>	<b>0.59</b>	<b>0.15</b>
<b>Sales incentive</b>	<b>18.07</b>	<b>3.81</b>	<b>17.49</b>	<b>4.36</b>
<b>Business promotion</b>	<b>1.67</b>	<b>0.35</b>	<b>5.03</b>	<b>1.25</b>
<b>Advertisement expenses</b>	<b>3.98</b>	<b>0.84</b>	<b>0.55</b>	<b>0.14</b>
<b>Power and fuel and water</b>	<b>6.43</b>	<b>1.36</b>	<b>6.33</b>	<b>1.58</b>
<b>Printing and stationery</b>	<b>1.79</b>	<b>0.38</b>	<b>2.60</b>	<b>0.65</b>
<b>Postage and courier</b>	<b>2.54</b>	<b>0.54</b>	<b>2.85</b>	<b>0.71</b>
<b>Others</b>	<b>16.70</b>	<b>3.52</b>	<b>18.52</b>	<b>4.62</b>

Other expenses as percentage of revenue decreased from 19.08% in Fiscal 2020 to 18.17% in Fiscal 2021. Other expenses primarily comprised of service charges, sales incentives, power & fuel, etc. Order service credits attributing to 45-76% of total service charges, primarily represented order service charges paid to blood/ swab technicians for collection of samples. Additionally, the Company incurred (a) swab technician charges for collection & handling of COVID test swabs, (b) transportation & logistics of COVID test swabs paid to third parties and (c) service charges for updation of COVID patient data on the ICMR portal. Sales incentives primarily represented incentives paid to Direct Sales

Associates (DSAs) for patients referred to the Company and relates mainly to B2C business.

## Earnings before interest, tax, depreciation and amortisation (EBITDA)

In Fiscal 2021 the EBITDA (unadjusted) was Rs. 170.08 crore (35.86% of income from operations) as compared to Rs. 166.45 crore (41.50% of income from operations) in Fiscal 2020. The normalized EBITDA after adjusting for CSR, provision for bad and doubtful debts and IndAS 116 adjustment was Rs. 175.66 crore (37%) as compared to Rs. 168.41 crore (42%) in Fiscal 2020.

## Other income (net)

	Fiscal 2021		Fiscal 2020	
		% of Income		% of Income
<b>Net gain on investments</b>	<b>3.65</b>	<b>0.75</b>	<b>4.81</b>	<b>1.17</b>
<b>Interest income</b>	<b>2.00</b>	<b>0.41</b>	<b>2.85</b>	<b>0.69</b>
<b>Others</b>	<b>6.63</b>	<b>1.36</b>	<b>1.76</b>	<b>0.43</b>
	<b>12.28</b>	<b>2.52</b>	<b>9.42</b>	<b>2.29</b>

### Depreciation and amortisation

Depreciation and amortisation increased from Rs. 19.54 crore in Fiscal 2020 (4.87% of income from operations) to Rs. 21.08 crore in Fiscal 2021 (4.44% of income from operations).

### Profit before tax (PBT)

In Fiscal 2021, PBT was Rs. 161.28 crore (Rs. 112.00 crore in Fiscal 2020, after adjusting for one-off exceptional item, due to impairment in the value of investment in subsidiary of Rs. 44.33 crore). As a percentage of income from operations, PBT was at 34% in Fiscal 2021 (28% in Fiscal 2020).

### Tax expense

The effective tax rate for the Company is 25.17% and accordingly tax provision for the current year was Rs. 41.51 crore (Rs. 32.68 crore in Fiscal 2020).

### Profit for the year (PAT)

The net profit in Fiscal 2021 was Rs. 119.77 crore (25% of income from operations) as compared to Rs. 79.32 crore (20% of income from operations) in Fiscal 2020.

## FINANCIAL POSITION – STANDALONE

### Share capital

	In crore of INR			
	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of Rs. 10 each with equal voting rights	100,000	100.00	100,000	100.00
(b) Issued, subscribed and paid-up				
Equity shares of Rs. 10 each with equal voting rights	5,28,74,419	52.87	5,28,36,365	52.84
<b>Total</b>	<b>5,28,74,419</b>	<b>52.87</b>	<b>5,28,36,365</b>	<b>52.84</b>

The Company has a single class of equity shares of par value of Rs. 10/- each. The authorised share capital stood at Rs. 100.00 crore, divided into 10 crore equity shares of Rs. 10/- each. The issued, subscribed and paid up capital stood at Rs. 52.87 crore as at March 31, 2021. During the current fiscal the Company has issued equity shares to eligible employees on conversion of stock options granted to employees.

The Company has issued share options plan for its employees, the details of the options granted as at March 31, 2021 are provided under the notes to the Standalone Financial Statement in the Annual Report.

### Reserves and surplus

Reserves and surplus as at March 31, 2021 were Rs. 392.59 crore (Rs. 325.39 crore as at March 31, 2020).

### Capital reserve

Capital reserve as at March 31, 2021 amounted to Rs. 30.25 crore (Rs. 30.25 crore as at March 31, 2020). Capital Reserve represents a) amounts received in earlier years from the selling shareholder at the time of the IPO towards reimbursement of certain expenses and b) fair of the trademark "Whaters" (subsequently disposed off) assigned by Dr A Velumani in favour of the Company for no consideration.

### Securities premium account

Securities premium as at March 31, 2021 amounted to Rs. 69.71 crore (Rs. 67.24 crore as at March 31, 2020) after adjustment on account of transfer of accumulated balance in stock option premium after exercise of stock options and adjustment towards equity shares bought back at premium. Securities premium represents the premium received on issue of shares. It is utilized in accordance with the provisions of the Companies Act, 2013.

### Share option outstanding account

The Company has established various equity-settled share-based payment plans for certain categories of employees of the Company. The balance in the share option outstanding account represents the expenses recorded pursuant to the aforesaid schemes for which the options are not yet vested or exercised.

The balance as at March 31, 2021 was Rs. 2.93 crore (As at March 31, 2020 it was Rs. 3.72 crore), after adjustment on account of transfer of accumulated balance in stock option premium after exercise of stock options.

### General reserve

General reserve as at March 31, 2021 were Rs. 9.17 crore, which was the same as per the previous year.

### Capital redemption reserve

The Company bought back 9,58,900 equity shares for an aggregate amount of Rs. 63.00 crore being 1.78% of the total paid up equity share capital, at an average price of Rs. 656.90 per equity share, during the Fiscal 2019. The equity shares bought back were extinguished on 12 October 2018 and 22 October 2018 and as per the provisions of the Companies Act, 2013, the Capital redemption reserve is used to record the reduction of the share capital of the Company on account of equity shares bought back out of the accumulated profits. It is created in accordance with the provisions of the Companies Act, 2013.

### Surplus in the statement of profit and loss account

Balance in the statement of profit and loss as at March 31, 2021 was Rs. 279.57 crore (Rs. 214.05 crore as at March 31, 2020) after appropriation towards dividend on equity shares and tax on dividend.

	Financial liabilities		Provisions		Total	
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
<b>Financial liabilities</b>						
Lease liabilities	6.20	5.53	-	-	6.20	5.53
Others	-	-	-	-	-	-
	<b>6.20</b>	<b>5.53</b>	<b>-</b>	<b>-</b>	<b>6.20</b>	<b>5.53</b>
<b>Other than financial liabilities</b>						
Provision for employee benefits:						
Provision for compensated absences	-	-	9.30	6.00	9.30	6.00
Provision for gratuity	-	-	4.14	1.88	4.14	1.88
	<b>-</b>	<b>-</b>	<b>13.44</b>	<b>7.88</b>	<b>13.44</b>	<b>7.88</b>
<b>Total non-current liabilities</b>	<b>6.20</b>	<b>5.53</b>	<b>13.44</b>	<b>7.88</b>	<b>19.64</b>	<b>13.41</b>

Total non-current liabilities increased to Rs. 19.64 crore as at March 31, 2021 (Rs. 13.41 crore as at March 31, 2020).

The increase was mainly on account of increase in the provision for gratuity and compensated absence with addition to the headcounts.

	Trade payables		Financial liabilities		Provisions		Others		Total	
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
<b>Financial liabilities</b>										
Trade payables	21.02	19.17	-	-	-	-	-	-	21.02	19.17
Lease liabilities	-	-	3.43	3.67	-	-	-	-	3.43	3.67
Security deposits received	-	-	9.24	8.73	-	-	-	-	9.24	8.73
Employees dues	-	-	6.63	5.07	-	-	-	-	6.63	5.07
Unclaimed dividend	-	-	0.11	0.07	-	-	-	-	0.11	0.07
Creditors for capital goods	-	-	6.14	5.86	-	-	-	-	6.14	5.86
	<b>21.02</b>	<b>19.17</b>	<b>25.55</b>	<b>23.40</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>46.57</b>	<b>42.57</b>
<b>Other than financial liabilities</b>										
Provision for employee benefits:					2.19				2.19	
Provision for compensated absences	-	-	-	-	1.07	0.95	-	-	1.07	0.95
Provision for gratuity	-	-	-	-	0.09	0.03	-	-	0.09	0.03
Current tax liabilities (net)	-	-	-	-	-	-	2.57	0.75	2.57	0.75
Contract liabilities	-	-	-	-	-	-	8.51	4.69	8.51	4.69
Advance received towards consideration for sale of capital assets held for sale	-	-	-	-	-	-	-	0.94	-	0.94
Statutory dues	-	-	-	-	-	-	1.69	0.82	1.69	0.82
	-	-	-	-	3.35	0.98	12.77	7.20	16.12	8.18
<b>Total current liabilities</b>	<b>21.02</b>	<b>19.17</b>	<b>25.55</b>	<b>23.40</b>	<b>3.35</b>	<b>0.98</b>	<b>12.77</b>	<b>7.20</b>	<b>62.69</b>	<b>50.75</b>

Total current liabilities increased to Rs. 62.69 crore as at March 31, 2021 (Rs. 50.75 crore as at March 31, 2020).

The increase was mainly on account of –

- Increase in expenses/ dues outstanding and payable as at the end of the financial year.
- Advances received from customers against which services were provided in the next fiscal.

Property, plant and equipment, capital work-in-progress and investment property

The additions to gross block in Fiscal 2021 were:

- Plant and equipment Rs. 15.21 crore (Rs. 7.02 crore in Fiscal 2020)
- Furniture and fixtures Rs. 5.77 crore (Rs. 2.05 crore in Fiscal 2020)
- Office equipment Rs. 3.10 crore (Rs. 1.03 crore in Fiscal 2020)
- Computer, printer and scanner Rs. 0.88 crore (Rs. 1.06 crore in Fiscal 2020)

The capital work in progress on account of tangible assets was Rs. 8.28 crore as at March 31, 2021 (Rs. 3.87 crore as at March 31, 2020).

A portion of the leasehold land and building was reclassified as investment property.

The Company had reclassified certain flats as held for sale in previous years as the Company had already received advances towards sale consideration. However, due to enforcement of national lockdown due to COVID pandemic, the procedural formalities for effecting the transfer could not be completed before 31 March 2020. The sale of these assets have been completed during the year ended 31 March 2021.

### Investment in associate

The Company owns 30% stake in Equinox Labs Private Limited ('Equinox') for a total purchase consideration of Rs. 20 crore. The equity shareholding in Equinox is disclosed under Investment in associate as at 31 March 2021.



## Non-current assets

In crore of INR

	Investments		Loans		Others		Total	
	As at	As at	As at	As at	As at	As at	As at	As at
	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020
<b>Financial assets</b>								
Investment in subsidiary	150.34	150.34	-	-	-	-	150.34	150.34
Loans to subsidiary	-	-	6.35	1615	-	-	6.35	1615
Security deposits	-	-	2.51	1.71	-	-	2.51	1.71
Bank balance in deposit accounts	-	-	-	-	3.08	2.82	3.08	2.82
Receivables for sub-leases	-	-	-	-	0.47	0.57	0.47	0.57
	<b>150.34</b>	<b>150.34</b>	<b>8.86</b>	<b>17.86</b>	<b>3.55</b>	<b>3.39</b>	<b>162.75</b>	<b>171.59</b>
<b>Other than financial assets</b>								
Deferred tax assets	-	-	-	-	14.86	11.64	14.86	11.64
Other tax assets	-	-	-	-	9.67	8.33	9.67	8.33
Capital advances	-	-	-	-	10.01	-	10.01	-
Prepaid expenses	-	-	-	-	0.05	0.27	0.05	0.27
Balance with government authorities	-	-	-	-	0.52	1.48	0.52	1.48
	-	-	-	-	<b>35.11</b>	<b>21.72</b>	<b>35.11</b>	<b>21.72</b>
<b>Total non-current assets</b>	<b>150.34</b>	<b>150.34</b>	<b>8.86</b>	<b>17.86</b>	<b>38.66</b>	<b>25.11</b>	<b>197.86</b>	<b>193.31</b>

### Investment in subsidiary

The Company assessed the recoverable amount of investment in the wholly owned subsidiary Nueclear Healthcare Limited, as at 31 March 2021, as the higher of Fair Value less Cost of Disposal (the 'FVCO') and the Value in Use (the 'VIU'), in view of the accumulated business losses since inception and also considering the changes in the market conditions and business environment in India including due to the outbreak of COVID epidemic and effects thereof in the foreseeable future.

## Current assets

In crore of INR

	Investments		Inventories		Trade receivables		Loans		Cash and bank balance		Others		Total	
	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at
	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020
<b>Financial assets</b>														
Investments in Mutual Funds (Quoted) measured at FVTPL	103.47	69.03	-	-	-	-	-	-	-	-	-	-	103.47	69.03
Inventories	-	-	22.16	18.49	-	-	-	-	-	-	-	-	22.16	18.49
Trade receivables	-	-	-	-	44.29	15.19	-	-	-	-	-	-	44.29	15.19
Cash and bank balance	-	-	-	-	-	-	-	-	5.05	4.88	-	-	5.05	4.88
Other bank balances	-	-	-	-	-	-	-	-	2.62	2.42	-	-	2.62	2.42
Security deposits	-	-	-	-	-	-	0.70	0.61	-	-	-	-	0.70	0.61
Loans and advances to employees	-	-	-	-	-	-	0.02	0.05	-	-	-	-	0.02	0.05
Receivables for sub-leases	-	-	-	-	-	-	-	-	-	-	0.14	0.14	0.14	0.14
Interest accrued on deposits	-	-	-	-	-	-	-	-	-	-	0.01	0.01	0.01	0.01
Other receivables towards sale of capital assets	-	-	-	-	-	-	-	-	-	-	1.80	-	1.80	-
<b>Other than financial assets</b>	<b>103.47</b>	<b>69.03</b>	<b>22.16</b>	<b>18.49</b>	<b>44.29</b>	<b>15.19</b>	<b>0.72</b>	<b>0.66</b>	<b>7.67</b>	<b>7.30</b>	<b>1.95</b>	<b>0.15</b>	<b>180.26</b>	<b>110.82</b>
Advances for supply of goods and services	-	-	-	-	-	-	-	-	-	-	1.39	1.66	1.39	1.66
Prepaid expenses	-	-	-	-	-	-	-	-	-	-	2.24	2.45	2.24	2.45
<b>Total current assets</b>	<b>103.47</b>	<b>69.03</b>	<b>22.16</b>	<b>18.49</b>	<b>44.29</b>	<b>15.19</b>	<b>0.72</b>	<b>0.66</b>	<b>7.76</b>	<b>7.30</b>	<b>4.19</b>	<b>2.60</b>	<b>182.50</b>	<b>113.27</b>

### Inventories

Inventories as a percentage of income from operations were at 6% as at March 31, 2021 compared to 4.6% as at March 31, 2020. Inventories comprises of reagents, diagnostic material, consumables and stock in trade.

### Trade receivables

Trade receivable as a percentage of income from operations were at 12% as at March 31, 2021 compared to 4% as at March 31, 2020. Trade receivables as at 31 March 2021 amounted to Rs. 44.2 crore, out of the total receivables, Rs. 32.9 crore (69%) related to government receivables.

### Cash and bank balances

Cash and bank balances were Rs. 7.67 crore as at March 31,

2021 (Rs. 7.30 crore as at March 31, 2020).

### CASH FLOW – STANDALONE

Thyrocare business generates cash from operations every year that is sufficient to manage the working capital and capital expenditure requirements. As per the dividend policy, the net cash surplus after providing for tax, capital expenditure expected to be incurred during the next financial year, and any other anticipated requirement of funds, the surplus cash may be distributed among the shareholders as dividend for the financial year concerned. Thyrocare has not availed any credit/ overdraft facility from any of the bank since its inception.

### Summary of cash flow statement is given below -

In crore of INR

	Fiscal 2021	Fiscal 2020
<b>Net cash flows from / (used in) :</b>		
Operating activities	110.41	136.33
Investing activities	(53.19)	26.84
Financing activities	(57.05)	(162.65)
<b>Net (Decrease)/ Increase in Cash and cash equivalent</b>	<b>0.17</b>	<b>0.52</b>

### Cash flow from operating activities -

In crore of INR

	Fiscal 2021	Fiscal 2020
Operating profit before working capital changes	174.78	172.09
Adjustment for increase in working capital	(20.78)	8.49
Net income tax paid	(43.59)	(44.25)
<b>Net cash flows from operating activities</b>	<b>110.41</b>	<b>136.33</b>

### Inventories

In Fiscal 2021, Thyrocare generated net cash of Rs. 110.41 crore (Rs. 136.33 crore in Fiscal 2020) from operating activities. This is attributable to:

- Increase in operating profit before working capital changes to Rs. 174.78 crore in Fiscal 2021 (Rs. 172.09 crore in Fiscal 2020).
- Decrease in cash flow from working capital to the extent of Rs. 20.78 crore in Fiscal 2021 (increase of Rs. 8.49 crore in Fiscal 2020), mainly on account of delay in realization of payments from the government contracts.
- Payment of taxes of Rs. 43.59 crore in Fiscal 2021 (Rs. 44.25 crore in Fiscal 2020).

### Cash flows from investing activities

In crore of INR

	Fiscal 2021	Fiscal 2020
Property, plant and equipment, additions to capital work in progress and capital advances (net)	(39.10)	(8.98)
Proceeds from sale of property, plant and equipment	5.31	0.02
Proceeds from liquidation of non current investments	-	0.03
Current investments (net)	(30.79)	10.06
Dividend received		0.34
Repayment / (Payment) of loans by/ to subsidiary	9.80	22.85
Lease payments received from sub-leases	0.11	0.09
Bank deposits	(0.11)	(0.56)
Interest received/ paid (net)	1.59	2.99
<b>Net cash (used in) investing activities</b>	<b>(53.19)</b>	<b>26.84</b>

In Fiscal 2021, cash used in investing activities was Rs. 53.09 crore (Rs. 26.84 crore cash generated in Fiscal 2020).

During Fiscal 2021, cash used in investing activities was primarily attributable to:

- Purchase of Property, plant and equipment (net) Rs. 39.10 crore in Fiscal 2021 (Rs. 8.98 crore in Fiscal 2020);
- Repayment of loan by subsidiary of Rs. 9.90 crore (Rs. 22.85 crore in Fiscal 2020);
- Additional (net) current investment of Rs. 30.79 crore (Rs. 10.06 crore (net) liquidated in Fiscal 2020);

### Cash flows from financing activities

In crore of INR

	Fiscal 2021	Fiscal 2020
Proceeds from issue of equity shares	0.03	0.04
Share issue expenses	(0.02)	-
Unsecured loans from related party		
Payment towards lease liabilities	(4.19)	(3.69)
Dividend paid on equity shares	(52.87)	(131.96)
Tax paid on dividend	-	(27.04)
<b>Net cash (used in) financing activities</b>	<b>(57.05)</b>	<b>(162.65)</b>

The payment of dividend in Fiscal 2021 was Rs. 52.87 crore (Rs. 159.00 crore including dividend tax in Fiscal 2020).

## II. Consolidated Financial Performance

The Consolidated Financial Statements relate to Thyrocare Technologies Limited ('the Company') and its subsidiary company, Nueclear Healthcare Limited ('the Subsidiary'), in which the Company has 100% equity holding as on 31 March 2021 (100% : 31 March 2020) (herein after referred to as the "Group").

These consolidated Ind AS financial statements (hereinafter referred to as 'consolidated financial statements') have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

### Summary

**Revenue from operations** of Group aggregated to Rs. 494.62 crore in Fiscal 2021 as compared to Rs. 434.26 crore in Fiscal 2020, registering a growth of 14%.

**Earnings before interest, tax, depreciation and amortization (EBITDA)** of Group aggregated to Rs. 170.39 crore in Fiscal 2021 as compared to Rs. 171.72 crore in Fiscal 2020.

**Profit after tax and after exceptional items (PAT)** of Group aggregated to Rs. 113.15 crore in Fiscal 2021 as compared to Rs. 88.40 crore in Fiscal 2020.

**Total Assets** of Group after net off of liabilities aggregated to Rs. 427.28 crore in Fiscal 2021 as compared to Rs. 366.65 crore in Fiscal 2020.

The following table provides the details of the consolidated financial performance of Group –

	Fiscal 2021			Fiscal 2020	
		% of Income	% growth compared to Fiscal 2020		% of Income
<b>Income from Operations</b>	<b>494.62</b>	<b>100.00</b>	<b>13.90</b>	<b>434.26</b>	<b>100.00</b>
<b>Expenses</b>					
Cost of Materials consumed/ traded	163.90	33.14	39.98	117.09	26.96
Employee benefits expense	58.07	11.74	18.70	48.92	11.27
Other expenses	102.26	20.67	5.94	96.53	22.23
<b>Total Expenses</b>	<b>324.23</b>	<b>65.55</b>	<b>23.50</b>	<b>262.54</b>	<b>60.46</b>
<b>Earnings before interest, tax, depreciation and amortisation (EBITDA)</b>	<b>170.39</b>	<b>34.45</b>	<b>-0.77</b>	<b>171.72</b>	<b>39.54</b>
Other income (net) excluding dividend & income from current investments	8.75	1.77	362.96	1.89	0.44
Dividend & income from current investments	3.68	0.74	(23.01)	4.78	1.10
Depreciation and amortisation expense	30.28	6.12	-5.11	31.91	7.35
<b>Profit before exceptional item and tax</b>	<b>152.54</b>	<b>30.84</b>	<b>4.14</b>	<b>146.48</b>	<b>33.73</b>
Exceptional Items	-	-	-	(6.58)	-
Share of profit in associate entity	(0.07)	-0.01		0.51	0.12
<b>Profit before tax (PBT)</b>	<b>152.47</b>	<b>30.83</b>	<b>8.59</b>	<b>140.41</b>	<b>32.33</b>
Tax expense	39.32	7.95	-24.40	52.01	11.98
<b>Profit for the year (PAT)</b>	<b>113.15</b>	<b>22.88</b>	<b>28.00</b>	<b>88.40</b>	<b>20.36</b>

### Revenue from operations

Revenue from operations increased from Rs. 434.26 crore in Fiscal 2020 to Rs. 494.62 crore in Fiscal 2021, registering a growth of 14%.

The Consolidated Revenue from operations primarily comprised of income from diagnostic services, income from imaging services primarily 18F-FDG (Fluoro Deoxy Glucose) whole body PET CT imaging service, sale of consumables for diagnostic services, trading of glucometer and glucostrips and sale of excess radioactive bio-marker FDG required for PET-CT scanning.

The Consolidated revenue increased by 14% from Rs. 434.26 crore in Fiscal 2020 to Rs. 494.62 crore in Fiscal 2021 driven by 20% increase in diagnostics revenue. This was offset by 41% decrease in revenue from imaging services. The increase in diagnostics revenue was primarily on account of revenue of Rs. 118.30 crore from COVID-19 testing in Fiscal 2021.

## Expenses

### Cost of material consumed

	Fiscal 2021		Fiscal 2020		
		% of income from operations	% growth compared to Fiscal 2020		% of income from operations
<b>Cost of materials consumed</b>					
<b>Opening stock</b>	20.24			17.78	
Add: Purchases	165.55			117.38	
	185.79			135.16	
Less: Closing stock	23.26			20.24	
<b>Cost of material consumed [A]</b>	162.53	32.86	41.43	114.92	26.46
<b>Material consumed comprises:</b>					
Reagents/ Diagnostics material	138.49	28.00		100.26	23.09
Radiopharmaceuticals	0.96	0.19		1.39	0.32
Consumables	23.08	4.67		13.27	3.06
	162.53	32.86		114.92	26.46

The Cost of material consumed increased from Rs. 114.92 crore in Fiscal 2020 to Rs. 162.53 crore in Fiscal 2021, the cost of material consumed to revenue from operations was 32.86% (26.46% in Fiscal 2020).

The cost of material consumed primarily comprised of (a) reagents for diagnostic testing and consumables used for processing, (b) Consumable for laboratory that has increased to 11% in FY21 driven by increase in COVID-19 testing related consumables, (c) Consumption for FDG and consumables used for imaging centres such as contrast, films etc.

### Cost of material traded

	Fiscal 2021		Fiscal 2020		
		% of income from traded goods	% growth compared to Fiscal 2020		% of income from traded goods
<b>Purchase of stock-in-trade</b>					
Glucose strips/ Gluco meter	1.09			2.25	
	1.09			2.25	
<b>Changes in inventories of stock-in-trade</b>					
<b>Inventories at the end of the year:</b>					
Glucose strips/ Gluco meter	0.10			0.38	
	0.10			0.38	
<b>Inventories at the beginning of the year:</b>					
<b>Glucose strips/ Gluco meter</b>	0.38			0.30	
	0.38			0.30	
<b>Net change</b>	0.28			(0.08)	
<b>Cost of material traded [B]</b>	1.37	102.24	-36.87	2.17	73.81

The discussions about the cost of material traded is already included under the discussion on standalone financial statement of Thyrocare.

The discussions about the cost of material traded is already included under the discussion on standalone financial statement of Thyrocare.

#### Cost of Materials consumed/ traded

	Fiscal 2021		Fiscal 2020	
	% of income from operations	% growth compared to Fiscal 2020		% of income from operations
<b>Cost of Materials consumed/ traded [A]+[B]</b>	<b>163.90</b>	<b>33.14</b>	<b>39.98</b>	<b>117.09</b>
				<b>26.96</b>

The overall Cost of material consumed/ traded thus has increased from Rs. 117.09 crore in Fiscal 2020 to Rs. 163.90 crore in Fiscal 2021, the cost of material consumed/ traded to income from operations was 33.14% (26.96% in Fiscal 2020).

#### Employee benefits expense

	Fiscal 2021		Fiscal 2020	
	% of income from operations		% of income from operations	
Salaries, wages and bonus	45.92	9.28	38.57	8.88
Contributions to provident and other funds	3.70	0.75	3.51	0.81
Employees stock compensation expense	1.68	0.34	2.00	0.46
Gratuity	0.52	0.11	0.55	0.13
Compensated absences	4.01	0.81	2.31	0.53
Staff welfare expenses	2.24	0.45	1.98	0.46
	<b>58.07</b>	<b>11.74</b>	<b>48.92</b>	<b>11.27</b>

Total employee benefits expenses were Rs. 58.07 crore in Fiscal 2021, increased from Rs. 48.92 crore in Fiscal 2020. The employee benefits expenses as percentage of income from operations were 11.74% in Fiscal 2021 (11.27% in Fiscal 2020).

#### Other expenses

	Fiscal 2021		Fiscal 2020	
	% of income from operations		% of income from operations	
Service charges	34.36	6.95	22.57	5.20
Rent	0.84	0.17	1.19	0.27
Sales incentive	18.23	3.69	17.76	4.09
Legal and professional fees	9.20	1.86	11.41	2.63
Power and fuel and water	7.64	1.54	8.69	2.00
Advertisement expenses	3.99	0.81	0.72	0.17
Business promotion	1.67	0.34	5.03	1.16
Postage and courier	2.55	0.52	2.93	0.67
Printing and stationery	1.94	0.39	2.95	0.68
Repairs and maintenance - Machinery	6.36	1.29	6.81	1.57
Others	14.61	2.95	16.47	3.79

Other expenses as percentage of revenue decreased from 22.23% in Fiscal 2020 to 20.50% in Fiscal 2021.

### Earnings before interest, tax, depreciation and amortisation (EBITDA)

In Fiscal 2021 EBITDA was Rs. 170.39 crore (34.45 % of income from operations) as compared to Rs. 171.72 crore (39.54% of income from operations) in Fiscal 2020. The normalized EBITDA after adjusting for CSR and provision for bad and doubtful debts was Rs. 176.40 crore (36%) as compared to Rs. 173.18 crore (40%) in Fiscal 2020.

### Other income (net)

	Fiscal 2021		Fiscal 2020	
		% of Income		% of Income
Net gain on investments	3.68	0.73	4.78	1.08
Interest income	0.79	0.16	0.70	0.16
Others	7.96	1.57	1.19	0.27
	<b>12.43</b>	<b>2.45</b>	<b>6.67</b>	<b>1.51</b>

### Depreciation and amortisation

Depreciation and amortisation was Rs. 30.28 crore in Fiscal 2021 (6.12% of income from operations) compared to Rs. 31.91 crore in Fiscal 2020 (7.35% of income from operations).

### Profit before tax (PBT)

In Fiscal 2021, PBT was Rs. 152.47 crore (Rs. 140.41 crore in Fiscal 2020).

### Tax expense

Tax expense were at Rs. 39.32 crore in Fiscal 2021 compared to Rs. 52.01 crore in Fiscal 2020. There was one time reversal of deferred tax in the previous fiscal.

### Profit for the year (PAT)

The net profit in Fiscal 2021 was Rs. 113.15 crore (22.88% of income from operations) as compared to Rs. 88.40 crore in Fiscal 2020.

## FINANCIAL POSITION – CONSOLIDATED

### Share capital

In crore of INR

	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of Rs. 10 each with equal voting rights	10,00,00,000	1,000.00	10,00,00,000	1,000.00
(b) Issued, subscribed and paid-up				
Equity shares of Rs. 10 each with equal voting rights	5,28,71,371	52.87	5,28,33,317	52.84
<b>Total</b>	<b>5,28,71,371</b>	<b>52.87</b>	<b>5,28,33,317</b>	<b>52.84</b>

The Company has a single class of equity shares of par value of Rs. 10/- each. The authorised share capital of the Company stood at Rs. 100.00 crore, divided into 10 crore equity shares of Rs. 10/- each. The issued, subscribed and paid up capital stood at Rs. 52.87 crore as at March 31, 2021.

The Group has disclosed the issued, subscribed and paid-up capital net-off the equity shares held by the Employees Stock Option Trust. The group has also issued shares on exercising of options by employees.

### Reserves and surplus

Reserves and surplus as at March 31, 2021 were Rs. 374.40 crore (Rs. 313.81 crore as at March 31, 2020).

#### Capital Reserve

Capital Reserve represents a) amounts received in earlier years from the selling shareholder at the time of the IPO towards reimbursement of certain expenses and b) fair of the trademark "Whaters" (subsequently disposed off) assigned by Dr A Velumani in favour of the Company for no consideration. Capital reserve as at March 31, 2021 amounted to Rs. 31.71 crore.

#### Securities premium account

Securities premium represent the premium received on issue of shares. It is utilized in accordance with the provisions of the Companies Act, 2013. Securities premium as at March 31, 2021 amounted to Rs. 69.71 crore.

#### Share option outstanding account

The group has established various equity-settled share-based payment plans for certain categories of employees of the Group. The balance in the share option outstanding account represents the expenses recorded pursuant to the aforesaid schemes for which the options are not yet vested or exercised.

The balance as at March 31, 2021 was Rs. 2.94 crore (As at March 31, 2020 it was Rs. 3.73 crore), after adjustment on account of transfer of accumulated balance in stock option premium after exercise of stock options.

#### General Reserve

General reserve is used to record the transfer from retained earnings of the company. It is utilized in accordance with the provisions of the Companies Act, 2013. General reserve as at March 31, 2021 were Rs. 9.17 crore, which was the same as per the previous year.

#### Surplus in the statement of profit and loss account

Balance in the statement of profit and loss as at March 31, 2021 was Rs. 259.92 crore (Rs. 201.00 crore as at March 31, 2020) after appropriation towards dividend on equity shares and tax on dividend.

### Non-current liabilities

	Borrowings		Lease liabilities		Provisions		Total	
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
<b>Financial liabilities</b>								
Unsecured loans from related party	-	2.50	-	-	-	-	-	2.50
Security deposits	-	-	-	-	-	-	-	-
Lease liabilities	-	-	5.45	5.69	-	-	5.45	5.69
		2.50	5.45	5.69	-	-	5.45	8.19
<b>Other than financial liabilities</b>								
Provision for employee benefits:	-	-	-	-	9.37	6.22	9.37	6.22
Provision for compensated absences	-	-	-	-	4.21	1.94	4.21	1.94
Provision for gratuity	-	-	-	-	13.58	8.16	13.58	8.16
	-	-	-	-	-	-	-	-
<b>Total non-current liabilities</b>	-	2.50	5.45	5.69	13.58	16.35	19.03	16.35

Total non-current liabilities increased to Rs. 19.03 crore as at March 31, 2021 (Rs. 16.35 crore as at March 31, 2020), mainly on account of increase in provisions for leave encashment and gratuity.



## Current liabilities

	Trade payables		Other financial liabilities		Provisions		Others		Total	
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
<b>Financial liabilities</b>										
Trade payables	25.01	21.86	-	-	-	-	-	-	25.01	21.86
Lease liabilities	-	-	3.04	4.25	-	-	-	-	3.04	4.25
Security deposits received	-	-	10.28	10.65	-	-	-	-	10.28	10.65
Employees dues	-	-	6.89	5.41	-	-	-	-	6.89	5.41
Unclaimed dividend	-	-	0.12	0.08	-	-	-	-	0.12	0.08
Creditors for capital goods	-	-	6.14	6.04	-	-	-	-	6.14	6.04
	25.01	21.86	26.47	26.43	-	-	-	-	51.48	48.29
<b>Other than financial liabilities</b>										
Provision for employee benefits:	-	-	-	-	-	-	-	-	-	-
Provision for compensated absences	-	-	-	-	2.19	-	-	-	2.19	-
Provision for gratuity	-	-	-	-	1.11	0.98	-	-	1.11	0.98
Current tax liabilities (net)	-	-	-	-	0.09	0.03	-	-	0.09	0.03
Contract liabilities	-	-	-	-	-	-	2.57	0.75	2.57	0.75
Advance received towards consideration for sale of capital assets held for sale	-	-	-	-	-	-	8.60	4.73	8.60	4.73
	-	-	-	-	-	-	27.20	25.94	27.20	25.94
Statutory dues	-	-	-	-	-	-	1.86	0.97	1.86	0.97
	-	-	-	-	3.39	1.01	40.23	32.39	43.62	33.40
<b>Total current liabilities</b>	<b>25.01</b>	<b>21.86</b>	<b>26.47</b>	<b>26.43</b>	<b>3.39</b>	<b>1.01</b>	<b>40.23</b>	<b>32.39</b>	<b>95.10</b>	<b>81.69</b>

Total current liabilities increased to Rs. 95.10 crore as at March 31, 2021 (Rs. 81.69 crore as at March 31, 2020).

The increase was mainly on account of –

- Advances received from customers against which services were provided in the next fiscal, due to restrictions imposed on account of lockdown.
- Increase in provision for bonus, gratuity and leave encashment due to employees.
- Recognition of CSR spending for the coming years.

## Property, plant and equipment, capital work-in-progress and investment property

The additions to gross block in Fiscal 2021 were:

- Plant and equipment Rs. 15.21 crore (Rs. 7.04 crore in Fiscal 2020)
- Furniture and fixtures Rs. 5.77 crore (Rs. 2.05 crore in Fiscal 2020)
- Office equipment Rs. 3.10 crore (Rs. 1.22 crore in Fiscal 2020)
- Computer, printer and scanner Rs. 0.88 crore (Rs. 1.07 crore in Fiscal 2020)

The capital work in progress on account of tangible assets was Rs. 8.28 crore as at March 31, 2021 (Rs. 4.93 crore as at March 31, 2020).

### A portion of the leasehold land and building was reclassified as investment property.

The Company has reclassified certain building premises to assets held for sale in previous years as the Company has already received advances towards sale consideration for building premises. The procedural formalities for effecting the transfer could not be completed before 31 March 2021. The sale of these assets held for sale is expected to be completed before 31 March 2022.

## Non-current assets

In crore of INR

	Loans		Others		Total	
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
<b>Financial assets</b>						
Security deposits	2.89	4.26	-	-	<b>2.89</b>	4.26
Bank balance in deposit accounts	-	-	<b>2.82</b>	2.82	<b>2.82</b>	2.82
	<b>2.89</b>	4.26	<b>2.82</b>	2.82	<b>5.71</b>	7.08
<b>Other than financial assets</b>						
Deferred tax assets	-	-	<b>5.63</b>	2.03	<b>5.63</b>	2.03
Other tax assets	-	-	<b>10.40</b>	9.43	<b>10.40</b>	9.43
Capital advances	-	-	<b>1.01</b>	1.00	<b>1.01</b>	1.00
Prepaid expenses	-	-	<b>0.05</b>	0.27	<b>0.05</b>	0.27
Balance with government authorities	-	-	<b>0.52</b>	1.48	<b>0.52</b>	1.48
Advances for supply of goods	-	-	<b>1.65</b>	2.15	<b>1.65</b>	2.15
	-	-	<b>19.26</b>	16.36	<b>19.26</b>	16.36
<b>Total non-current assets</b>	<b>2.89</b>	4.26	<b>22.08</b>	19.18	<b>24.97</b>	23.44

## Current assets

	Investments		Inventories		Trade receivables		Cash and bank balance		Others		Total	
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
<b>Financial assets</b>												
Investments in Mutual Funds (Quoted) measured at FVTPL	104.49	69.03	-	-	-	-	-	-	-	-	104.49	69.03
Inventories	-	-	23.36	20.62	-	-	-	-	-	-	23.36	20.62
Trade receivables	-	-	-	-	44.68	16.56	-	-	-	-	44.68	16.56
Cash and bank balance	-	-	-	-	-	-	13.20	8.71	-	-	13.20	8.71
Other bank balances	-	-	-	-	-	-	2.53	2.36	-	-	2.53	2.36
Loans and advances to employees	-	-	-	-	-	-	-	-	0.58	0.66	0.58	0.66
Security deposits	-	-	-	-	-	-	-	-	0.02	0.05	0.02	0.05
Other receivables	-	-	-	-	-	-	-	-	6.05	0.02	6.05	0.02
Interest accrued on deposits	-	-	-	-	-	-	-	-	0.02	0.02	0.02	0.02
	104.49	69.03	23.36	20.62	44.68	16.56	15.73	11.07	6.67	0.75	194.93	118.03
<b>Other than financial assets</b>												
Advances for supply of goods and services	-	-	-	-	-	-	-	-	1.60	2.16	1.60	2.16
Prepaid expenses	-	-	-	-	-	-	-	-	1.24	0.97	1.24	0.97
	-	-	-	-	-	-	-	-	2.84	3.13	2.84	3.13
<b>Total current assets</b>	<b>104.49</b>	<b>69.03</b>	<b>23.36</b>	20.62	<b>44.68</b>	16.56	<b>15.73</b>	11.07	<b>9.51</b>	<b>3.88</b>	<b>197.77</b>	<b>121.16</b>

## Inventories

Inventories as a percentage of income from operations were at 4.72% as at March 31, 2021 compared to 4.75% as at March 31, 2020. Inventories comprises of reagents, diagnostic material, consumables and stock in trade.

## Trade receivables

Trade receivable as a percentage of income from operations were at 9.03% as at March 31, 2021 compared to 3.81% as at March 31, 2020.

## CASH FLOW – CONSOLIDATED

The Group business generates cash from operations every year that is sufficient to manage the working capital and capital expenditure requirements. The Group has not availed any credit/ overdraft facility from any of the bank since its inception.

**Summary of cash flow statement is given below**

In crore of INR

	Fiscal 2021	Fiscal 2020
<b>Net cash flows from / (used in) :</b>		
Operating activities	116.29	167.63
Investing activities	(50.23)	0.95
Financing activities	(61.57)	(164.78)
<b>Net (Decrease)/ Increase in Cash and cash equiv.</b>	<b>4.49</b>	<b>3.80</b>

**Cash flow from operating activities**

In crore of INR

	Fiscal 2021	Fiscal 2020
Operating profit before working capital changes	177.14	178.62
Adjustment for increase in working capital	(17.64)	33.52
Net income tax paid	(43.21)	(44.51)
<b>Net cash flows from operating activities</b>	<b>116.29</b>	<b>167.63</b>

In Fiscal 2021, Group generated net cash of Rs. 116.29 crore (Rs. 167.63 crore in Fiscal 2020) from operating activities.

**Cash flows from investing activities**

In crore of INR

	Fiscal 2021	Fiscal 2020
Property, plant and equipment, additions to capital work in progress and capital advances (net)	(28.26)	(9.90)
Proceeds from sale of property, plant and equipment	5.31	0.02
Proceeds from sale of business undertaking	4.25	-
Proceeds from liquidation of non current investments	-	0.03
Current investments (net)	(31.79)	10.06
Dividend received	-	0.34
Bank deposits	(0.11)	(0.50)
Interest received/ paid (net)	0.37	0.90
<b>Net cash (used in) investing activities</b>	<b>(50.23)</b>	<b>0.95</b>

In Fiscal 2021, cash used in investing activities was Rs. 50.23 crore (Rs. 0.95 crore generated in Fiscal 2020).

During Fiscal 2021, cash used in investing activities was primarily attributable to:

- Purchase of Property, plant and equipment (net) Rs. 28.26 crore (Rs. 9.90 crore in Fiscal 2020), mainly for setting up Covid-RTPCR laboratories;
- Surplus investment in current investment;

**Cash flows from financing activities**

In crore of INR

	Fiscal 2021	Fiscal 2020
Proceeds from issue of equity shares	0.03	0.04
Share issue expenses	(0.02)	-
Unsecured loans from related party	(2.50)	
Payment towards lease liabilities	(6.10)	(5.65)
Dividend paid on equity shares	(52.84)	(131.96)
Tax paid on dividend	-	(27.04)
Interest paid	(0.14)	(0.17)
<b>Net cash (used in) financing activities</b>	<b>(61.57)</b>	<b>(164.78)</b>

The payment of dividend in Fiscal 2021 was Rs. 52.84 crore (Rs. 159.00 crore in Fiscal 2020, including dividend tax).

### III. Segment performance

The Group has identified business segments as its primary segment. Revenue and expenses directly attributable to segments are reported under each reportable primary segment. The following table presents summary of revenue by industry segments.

In crore of INR

	Segment revenue				
	(% aggregate revenue)				
	Fiscal 2021	Fiscal 2020	Fiscal 2021	Fiscal 2020	% Growth
Diagnostic Testing Services	472.87	397.05	95.60	91.44	19
Imaging Services	20.41	34.09	4.13	7.85	-41
Others	1.34	3.12	0.27	0.71	-57
	<b>494.62</b>	<b>434.26</b>	<b>100.00</b>	<b>100.00</b>	<b>14</b>

In Fiscal 2021, revenue from diagnostic testing services contributed the largest share to revenue (95.60%) at a growth rate of 19%.

### IV. Related Party Transaction

These have been discussed in detail in the Notes to the Standalone Financial Statements in the Annual Report.

### V. Key financial ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirement 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios :

Particulars	Standalone		Consolidated	
	Fiscal 2021	Fiscal 2020	Fiscal 2021	Fiscal 2020
Revenue growth (%)	18.3	8.3	13.9	7.8
EBIDTA margin (%)	35.9	41.5	34.4	39.5
Net profit margin (%)	25.3	19.8	22.9	20.4
Price / Earnings (times)	NA	NA	42.2	29.7
Basic EPS (₹)	22.7	15.0	21.4	16.7
Liquid cash as a % of revenue from operations	22.9	19.1	23.8	18.5
Return on net worth	26.9	21.0	26.2	24.1
Return on capital employed (ROCE) %	142.2	197.5	95.1	105.9
Market capitalisation to revenue from operations (₹)	NA	NA	9.6	6.0

$\$ \text{RoCE} = \text{Profit before exceptional items and tax} / (\text{Tangible assets} / \text{Investment property \& assets held for sale} + \text{Capital work-in-progress} + \text{Inventories} + \text{Trade receivables} + \text{Short term financial assets} + \text{Other current assets} - \text{Current liabilities})$

### 8. Outlook, risks and concerns

This section lists forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with respect to, but not limited to, regulatory changes pertaining to the industry in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our Company's exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation or deflation, unanticipated turbulence in any or all of interest rates or foreign exchange rates or both, equity prices and other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in the competitive environment.

Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following –

- Operating highly-competitive and fragmented industry and our business, financial condition and results of operations may be adversely affected if we are not able to compete effectively;
- Negative publicity or other harm to our reputation, brand or customer perception of our brand;
- Disruption in operations of any our laboratories or offerings of particular tests;
- Delay or interruption in transportation of samples to the laboratory and regional processing laboratories and our dependence on hub-and-spoke business model complemented by the regional processing laboratories;
- Failure to attract and retain authorized service providers;
- Failure of our equipment, information technology and other technological systems; and
- Changes in technologies and/or the introduction of new technology could reduce demand for our pathology testing services.
- Operational risk associated with molecular imaging business may have effect on results of operations and financial conditions.
- Changing laws, rules, regulations and government policies with reference to our businesses.

#### **9. Internal control systems and their adequacy**

The CEO and CFO certification provided in the CEO and CFO certification section of the Annual Report discusses the adequacy of our internal control systems and procedures.

# Business Responsibility Report

[See Regulation 34(2)(f)]

## Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company	L85110MH2000PLC123882
2. Name of the Company	Thyrocare Technologies Limited
3. Registered Address	D-37/1, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400703.
4. Website	www.thyrocare.com
5. E-mail id	investor_relations@thyrocare.com
6. Financial Year reported	2020-21
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Independent Diagnostic Laboratories - NIC Code: 86095
8. List three key products/services that the Company manufactures/provides (as in balance sheet)	(i) Diagnostic Services. (ii) Sale of Glucose Strips, Glucometer, vials & kits
9. Total number of locations where business activity is undertaken by the Company	
(a) Number of International Locations (Provide details of major 5)	None
(b) Number of National Locations	The Company has a Central Processing Laboratory at Navi Mumbai and Fourteen Regional Processing Laboratories in New Delhi, Coimbatore, Hyderabad, Kolkata, Bhopal, Bangaluru, Mumbai, Pune, Patna, Chennai, Bhubaneswar, Gurgaon, Lucknow and Cochin.
10. Markets served by the Company – Local/ State/National/International	National.

## Section B: Financial Details of the Company

1. Paid up Capital (INR)	52.87 Crores.
2. Total Turnover (INR)	474.27 Crores.
3. Total profit after taxes (INR)	119.77 Crores.
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	1.90%
5. List of activities in which expenditure in 4 above has been incurred:-	i) Financial Support to School Students, by way of scholarship, provision of free lunch, etc., and Financial Assistance to poor children for education. ii) Distribution of Rain coats to flood victims and other needy persons iii) Vocational skill improvement plans iv) Pension to Old age people v) Covid-19 related expenses

## SECTION C: Other Details

1. Does the Company have any Subsidiary Company/ Companies?	Yes. The Company has a wholly-owned subsidiary, viz. Nueclear Healthcare Limited.
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(ies)	Yes. The subsidiary company participates in the BR initiatives of the Company by following the basic principles and practices of the Parent company, to the extent applicable.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities. [Less than 30%, 30-60%, More than 60%]	The Company encourages adoption of BR initiatives by its Business Associates to the extent feasible.

## SECTION D: BR Information

1. Details of Director/Directors responsible for BR		
(a) Details of the Directors responsible for implementation of the BR policy / policies		
1. DIN Number	00002804	00003260
2. Name	Dr. A. Velumani	Mr. A. Sundararaju
3. Designation	Chairman & Managing Director	Executive Director & CFO
(b) Details of the BR head		
<b>No.</b>	<b>Particulars</b>	<b>Details</b>
1	DIN Number	00002804
2	Name	Dr. A. Velumani
3	Designation	Chairman & Managing Director
4	Telephone number	022-2762 2762
5	e-mail id	avm@thyrocare.com

### 2. Principle-wise (as per NVGs) BR Policy/policies

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency & Accountability

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Principle 3: Businesses should promote the wellbeing of all employees

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Principle 5: Businesses should respect and promote human rights

Principle 6: Business should respect, protect, and make efforts to restore the environment.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Principle 8: Businesses should support inclusive growth and equitable development

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

**(a) Details of compliance (Reply in Y/N)**

No.	Questions	Policy No.								
		1	2	3	4	5	6	7	8	9
		Ethics, Transparency & Accountability	Safety and Sustainability of Services rendered	Well-being of the employees	Being responsive to the stakeholders' interests	Respect to Human Rights	Protection of Environment	Responsible reaction to Public Policy	Inclusive Growth & Equitable Development	Providing value to customers & consumers
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Yes. The policies are based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business issued by the Ministry of Corporate Affairs, Government of India.								
4	Has the policy been approved by the Board? If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies that are approved by the Board and signed by the Chairman, Managing Director & CEO / Executive Director & CFO, would be uploaded in the Company's website.								
5	Does the company have a specified committee of Board / Director / Official to oversee the implementation of the Policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Implementation of the Policy would be overseen by the Corporate Social Responsibility Committee, consisting of one Independent Director as Chairman and another Independent Director and one Executive Director (who is also CFO) as Members.								
6	Indicate the link for the policy to be viewed online?	www.thyrocare.com								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The Policy has been communicated to the relevant internal and external stakeholders.								
8	Does the company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Yes. The Grievances can be reported by investors "investor_relations@thyrocare.com" and by others to "complaints@thyrocare.com".								
10	Has the company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y



(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why? (Tick up to 2 options)

No.	Questions	
1	The company has not understood the Principles.	Not applicable
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.	
3	The company does not have financial or manpower resources available for the task.	
4	It is planned to be done within next 6 months	
5	It is planned to be done within the next 1 year ✓	
6	Any other reason (please specify)	
<b>3.</b>	<b>Governance related to BR</b>	
(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. - Within 3 months, 3-6 months, Annually, More than 1 year.	Annually
(b)	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Company is publishing Business Responsibility Report, as part of the Annual Report. Since the Annual Report will be uploaded in the Company's website, the BRR can also be viewed at the said website.

## SECTION E: Principle-wise Performance

### Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency & Accountability

Thyrocare believes that Ethics, Transparency and Accountability are inter-related:- a business which runs its operations ethically and in a transparent manner, would never have any problem of Accountability towards all its stakeholders, to the society at large. Thyrocare has been conducting its business on Ethical lines, and in a Transparent manner from the day of inception. Thyrocare has formulated an elaborate code of conduct, which is applicable to all the Directors and the employees of the Company and its subsidiary. The Company has also put in place a Whistle-Blower policy to enable employees to report any actual or suspected incidence of corruption, bribery, or any kind of unethical behaviour on the part of any employee, including executives and directors. The Code of Conduct and the Whistle Blower Policy have been uploaded in the Company's website.

1.	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group / Joint Venture / Suppliers / Contractors / NGOs / Others	The policy relating to ethics, bribery and corruption are primarily applicable to the Company and its subsidiary. Thyrocare encourages the contractors, suppliers and others to comply with the same, wherever possible.
2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the Management? If so, provide in about 50 words or so.	The Company has not received any complaint from any stakeholders relating to ethics, bribery and corruption.

### Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Thyrocare believes that for a diagnostic service oriented company like it, sustainability means providing dependable results at affordable cost. With this in view, Thyrocare established India's first fully automated and IT-enabled laboratory that today ensures error-free processing of over 45,985 specimens collected everyday from all over India and sent by using an innovative air-cargo system, and conducting over 5.64 lakh clinical investigations every day, and giving results within a turnaround time of twenty four hours. By employing the latest technologies, and fully computerised testing process, Thyrocare is able to remain at par with global standards in terms of quality and service delivery. By handling huge volumes, Thyrocare is able to provide its services at the lowest possible cost, unmatched by any other service provider.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	The Company focuses on preventive Clinical Biochemistry based Diagnostic Services, and has introduced groups of tests packaged under the brand name "Aarogyam", and various other tests, all of which have been designed keeping its social responsibility in view - at lowest possible rates, affordable even to the common man. The four most popular tests are mentioned below:
	(a) Aarogyam Profile
	(b) Thyroid Profile
	(c) Diabetic Profile
	(d) Tuberculosis Profile
2. For each such product, provide the following details in respect of resource use (energy, water, raw material, etc.) per unit of product (Optional):	Not applicable
(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?	
(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	
3. Does the company have procedures in place for sustainable sourcing (including transportation)?	The Company has in place adequate procedures through long-term contracts for sustainable sourcing of inputs required for its operations.
(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Reagents and diagnostic materials are the major inputs for us. By tying up mostly with the same vendors who have also supplied / leased the laboratory equipment / instruments, we ensure that almost 100% of these materials are sourced sustainably.
4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?	Yes.
(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	We encourage individuals and other entities to become our Service Providers and Direct Selling Agents, and thereby help them join us in the progress of the Company.
5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	The bio-medical wastes produced in the laboratory are handed over to the State Pollution Control Board for recycling or safe disposal. The Company has formulated Standard Operating Procedures for waste management, to ensure proper separation, handling, storage and transportation of bio-medical wastes.

**Principle 3: Businesses should promote the wellbeing of all employees**

Thyrocare is alive to the fact that Human Resources are the most valued assets of any organisation, and hence every organisation has to take all possible measures for the well-being of the employees, so as to keep their morale and motivation high. With this in view, Thyrocare has structured many welfare measures and is also taking necessary steps for enhancement of their skills and abilities on a continuous basis. Thyrocare organises recreational events like New Year celebrations and Get-togethers and periodical contests to enable the employees to exhibit their abilities. Thyrocare is also providing other regular facilities like heavily subsidised canteen, free transportation from the work spot to the nearest railway station, etc. Thyrocare allotted shares equivalent to about 0.25% of its then paid up capital to the eligible employees at the face value of Rs. 10/- whereas the current market price is about 103 times of the offer price. Thyrocare has also introduced another liberal Employees Stock Option Scheme whereby shares equivalent to about 1% of the Company's paid up capital would be offered, over a period of ten years at the rate of 0.10% every year, to all the eligible employees at face value, to inculcate into them a deep sense of belonging to the organisation, besides giving them an opportunity of sharing the benefit of the Company's growth. Under this scheme, Thyrocare has already granted options to the eligible employees in the past seven years.

1. Please indicate the Total number of employees. (as on 31-03-2021)	1582
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.	173
3. Please indicate the Number of permanent women employees.	600
4. Please indicate the Number of permanent employees with disabilities	3
5. Do you have an employee association that is recognized by management.	There is no employee association recognized by the Management.
6. What percentage of your permanent employees is members of this recognized employee association?	N.A.
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.	Nil

No.	Category	No. of complaints filed during the financial year	No of complaints as on end of the financial year
1	Child labour/forced labour / involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil
8.	What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?	The Company believes in constant upgradation of skills of the employees and hence conducts periodical training sessions to improve their work-abilities. Standard Operating Procedures have been formulated for safety measures to be taken on a continuous basis.	
(a)	Permanent Employees	100%	
(b)	Permanent Women Employees	100%	
(c)	Casual/Temporary/Contractual Employees	N.A.	
(d)	Employees with Disabilities	100%	

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

The modern concept of any business is to take care of welfare of not only the shareholders, but all the stake-holders as a whole. True to this concept, Thyrocare takes care to structure its business policies in such a way that they are beneficial to all the stake-holders – Investors, Employees, Customers, Vendors, Business Associates, and to the Society at large, and particularly the weaker sections of the society. The Company's pricing policy is based on the principle of taking the company's services within the reach of common man.

1. Has the company mapped its internal and external stakeholders? Yes/No	Yes.
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalised stakeholders?	Yes.
3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.	The Company is implementing welfare measures for that part of the society which is disadvantaged, vulnerable and marginalised.

**Principle 5: Businesses should respect and promote human rights**

Thyrocare is conscious of the fact that it is the responsibility of every business enterprise to respect human rights, to avoid infringing on the human rights of others, and to take effective remedial measures in the event of any such infringement. Therefore, Thyrocare takes efforts to ensure that their own activities or business relationships do not cause any negative human rights impact.

1. Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	The policy on human rights covers the Company and its subsidiary.								
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	<b>Shareholder related</b>			<b>Employee related</b>			<b>Customer related</b>		
	<b>Received</b>	<b>Resolved</b>	<b>Pending</b>	<b>Received</b>	<b>Resolved</b>	<b>Pending</b>	<b>Received</b>	<b>Resolved</b>	<b>Pending</b>
	0	0	0	0	0	0	8852	8852	0
	The Company has setup an investor grievance mechanism to respond to investor grievances in a timely and appropriate manner. The investor grievances and action taken are also reviewed at the Board level by the Stakeholders Relationship Committee.								
Employees' grievances, if any, are resolved through internal review mechanism by Senior Management. There is also a vigil mechanism in place to report serious grievances and inappropriate action by any other employee/executive/director. A Committee has also been constituted to look into complaints of sexual harassment, if any.									
The Company has also established robust customer care system, which tracks customer complaints and responds to them in the minimum time possible and take appropriate remedial measures.									

**Principle 6: Business should respect, protect, and make efforts to restore the environment.**

Thyrocare is fully aware that protecting the environment around us – air, water, soil, and the entire ecosystem – is of vital importance for our well being; damages to the environment are actually damages to the Nature and will ultimately endangers the very existence of life itself in the long run. Therefore, Thyrocare is taking all possible efforts to prevent any kind of pollution and adhering to the best procedures to protect the environment. Apart from complying with the statutory regulations, Thyrocare has structured Standard Operating Procedures to ensure that the Company's activities do not create any negative impacts on the environment.

1. Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others.	The Company's policy on Environment, Health and Safety and Standard Operating Procedures are applicable to the Company and its subsidiary.
2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc. Yes / No. If yes, please give hyperlink for webpage, etc.	No.
3. Does the company identify and assess potential environmental risks? Y/N	Yes.
4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?	No.
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewal energy, etc. Yes / No. If Yes, please give hyperlink for web page, etc.	The Company has already installed solar panels, and has taken steps to install additional solar plants. This would ensure that about 12 to 15% of total power consumption comes from renewable source.
6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB / SPCB for the financial year being reported?	Yes. All emissions/waste generated are within permissible limits. These are continuously monitored, reviewed internally and reported to the CPCB/SPCB as per the requirement.
7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	The Company has not received any Show Cause Notice or Legal Notices from CPC / SPCB during the financial year.

### Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Though collaborating with similar businesses and representing to the Government for redressal of common grievances is recognised as an acceptable business practice, it is the policy of Thyrocare that any engagement with the Government should be for the welfare of the public at large, and should not be with the intention of advancing the interests or promoting the welfare of a select few.

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	The Company is not a member of any trade association or chamber.
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes /No; If yes, specify the broad areas (Drop box - Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)	Not applicable.

### Principle 8: Business should support inclusive growth and equitable development

Thyrocare believes that real growth and development can be achieved only when equal opportunities are made available to every member of the society and there is equitable development; a lopsided growth will ultimately lead to social unrest and result in negation of the benefits already achieved. Therefore, Thyrocare formulates its policies in such a way that the benefits of its services are easily available to everyone. Thyrocare has also structured its CSR policies on the principle of empowering and enabling the community as a whole to participate in the march towards growth and development.

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.	The Company's CSR Policies are aimed at supporting inclusive growth and equitable development. The Company implemented an Employees Share Purchase Scheme through which shares were allotted to all the eligible employees, in 2014. In addition, the Company has also introduced an Employees Stock Option Scheme for issuing shares equivalent to 1% of the paid-up equity capital over a period of ten years.
2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO / government structures / any other organisation?	Under the Company's CSR project, appropriate assistance is extended to other entities for programmes designed to achieve inclusive growth and equitable development.
3. Have you done any impact assessment of your initiative?	A regular assessment of the impact of the initiative is being done.
4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.	The Company has spent about Rs.2.28 Crores during the financial year 2020-21 towards community development projects, as part of its CSR activities and earmarked a further sum of Rs. 2.19 crores for an ongoing project. This expenditure is incurred towards: Giving financial assistance through (i) Financial Support to School Students, by way of scholarship, provision of free lunch, etc., and Financial Assistance to poor children for education.(ii)Distribution of Rain coats to flood victims and other needy persons. (iii) Vocational skill improvement plans (iv) Pension to Old age people, (v) Covid-19 related expenses.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Adoption of such initiatives is ensured through periodical contacts with the entities through whom such initiatives are implemented.

**Thyrocare has always considered the customer as the most important person in its business and its avowed Mission is to ensure that the right value is given in right time to the right patient at the least cost. High productivity, lean operations, able administration and volume-enabled savings have made Thyrocare the most affordable Clinical Chemistry Laboratory in the world.**

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.	Nil
2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)	Not applicable to us.
3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviours during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	Nil
4. Did your company carry out any consumer survey/ consumer satisfaction trends?	The Company has not carried out any consumer survey, but has a system of getting feedback from the consumers, based on which appropriate actions are taken to improve the services and resolve the consumer grievances.

# Independent Auditors' Report

## To the Members of Thyrocare Technologies Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Thyrocare Technologies Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2021, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021 and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Description of Key Audit Matter

The Key Audit Matter	How the matter was addressed in our audit
<p><b>Impairment testing of investment in subsidiary See note 2D, 3H and 7A to the standalone financial statements</b></p>	
<p>The Company has significant investment in its wholly owned subsidiary, Nueclear Healthcare Limited ('NHL'). The investment is carried at cost less any impairment. NHL has continued to incur losses since inception and consequently the Company is required to perform impairment testing of the carrying value of the investment at each reporting date.</p>	<p>In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>— Evaluated the process followed by the Company to obtain forecasts of NHL;</li> </ul>
<p>Company is required to test the investment for indicators of impairment annually or more frequently when there is an indication, this investment may be impaired.</p>	<ul style="list-style-type: none"> <li>— Obtained the Company's assessment of the recoverable value of the investment basis the valuation prepared by the Company and assumptions used to determine the recoverable value;</li> </ul>
<p>The process of annual impairment testing of investment in NHL involves estimating the recoverable value of the investment by using Discounted Cashflow model (DCF) and comparing it with the carrying value of the investment. The valuation process is complex and involves significant judgment in considering various forward-looking assumptions and estimates. There is inherent uncertainty involved in forecasting and discounting future cashflows, including the possible effects of COVID-19 pandemic, which are the basis of the assessment of recoverability.</p>	<ul style="list-style-type: none"> <li>— Tested the arithmetical accuracy of the cash flow projections and impairment assessment made by the Company;</li> <li>— Involved valuation specialist to test the appropriateness of the valuation model and the critical judgements made by the Company;</li> </ul>
<p>Considering the complexities, the magnitude of potential impact and the judgement involved, we have identified impairment testing of investment in NHL as a key audit matter.</p>	<ul style="list-style-type: none"> <li>— Assessed and challenged the Company's assumptions used in impairment analysis, such as projected EBITDA and revenue growth rate, terminal growth rate and discount rate, including considering impact of Covid-19 by:</li> </ul>

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Company has significant investment in its wholly owned subsidiary, Nueclear Healthcare Limited ('NHL'). The investment is carried at cost less any impairment. NHL has continued to incur losses since inception and consequently the Company is required to perform impairment testing of the carrying value of the investment at each reporting date.

Company is required to test the investment for indicators of impairment annually or more frequently when there is an indication, this investment may be impaired.

The process of annual impairment testing of investment in NHL involves estimating the recoverable value of the investment by using Discounted Cashflow model (DCF) and comparing it with the carrying value of the investment. The valuation process is complex and involves significant judgment in considering various forward-looking assumptions and estimates. There is inherent uncertainty involved in forecasting and discounting future cashflows, including the possible effects of COVID-19 pandemic, which

- comparing the same to externally derived data and industry comparators, where available;
- Performing sensitivity analysis around the key assumptions including forecasted revenue, costs, discount rates, etc., to ascertain the extent to which adverse changes, both individually or in aggregate, could impact the analysis;
- Assessing the accuracy of prior period forecasts with the actual financial performance;

This was based on our knowledge of the Company and the markets in which NHL operates.

- Evaluated impairment assessment of investment performed by the Company;
- Assessed the adequacy of disclosures in the standalone financial statements.

**Revenue recognition**

**Recognition of revenue from sale of testing services**

**See note 2D, 3K and 25 to the standalone financial statements**

One of the streams of revenue Company earns is from sale of testing services. Revenue from sale of testing services is recognized at a point in time once the testing samples are processed for requisitioned diagnostic tests. We have identified recognition of revenue from sale of testing services as a key audit matter because revenue is a key performance indicator. In addition, there is a risk that revenue could be recognized at a time which is different from transfer of control due to pressure to achieve performance targets and meeting external expectations at the year end.

In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:

- Obtained an understanding of the systems, processes and controls implemented by the Company and evaluated the design and implementation of internal controls for measuring and recording revenue;
- Tested the design, implementation and operating effectiveness of the Company's key general Information Technology (IT) controls, key IT applications/ manual controls including testing of controls relating to timing of revenue recognition, by involving IT specialists. This includes access controls, program change controls, program development controls and IT operation controls;
- For selected samples of transactions (using statistical sampling), we inspected when the testing samples are processed for requisitioned diagnostic tests and matched it with the timing of recognition of revenue;
- Tested the reconciliation of revenue recorded as per the billing system to the revenue recorded as per the accounting system;
- Performed substantive testing by selecting samples (using statistical sampling) of revenue transactions recorded during the year (and before and after the financial year end) and traced to the underlying documentation;
- Assessed manual journals posted to revenue to identify unusual items;
- Assessed the adequacy of disclosures in respect of revenue in the standalone financial statements.



### Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at 31 March 2021 on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
  - iv) The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2021.

C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**Amar Sunder**

Partner

Place: Mumbai

Membership Number: 078305

Date: 8 May 2021

ICAI UDIN: 1078305AAAAAW4568

## Annexure A to the Independent Auditors' report on the standalone financial statements of Thyrocare Technologies Limited for the year ended 31 March 2021

### (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (I) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (Property, plant and equipment).
- (b) The Company has a regular programme of physical verification of its fixed assets (Property, plant and equipment) by which all fixed assets (Property, plant and equipment) are verified once every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, as disclosed in Note 4A to the standalone financial statements, are held in the name of the Company.
- (ii) The inventory, except goods in transit, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in books of account.
- (iii) The Company has granted unsecured loans to a company covered in the register maintained under section 189 of the Act. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to any limited liability partnerships, body corporates, firms or other parties covered in the register required to be maintained under section 189 of the Act.
- (a) According to the information and explanation given to us and based on the audit procedures conducted by us, we are of the opinion that the rate of interest and other terms and conditions of the unsecured loans granted by the Company to a company covered in the register required to be maintained under Section 189 of the Act are not, prima facie prejudicial to the interest of the Company.
- (b) According to the information and explanation given to us, the schedule of repayment of principal and interest has been stipulated and the repayments have been regular in accordance with the terms of the loan.
- (c) There is no overdue amount of more than 90 days in respect of the unsecured loans granted by the Company.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act in respect of investments made and loans provided to a subsidiary. The Company has not provided any guarantees or security to which the provisions of section 186 apply.
- (v) According to information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by Central Government for maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, goods and services tax, duty of customs, cess, profession tax and other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, goods and services tax, duty of customs, cess, profession tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, value added tax, service tax, goods and services tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned in Appendix I to this report.

(viii) According to the information and explanations given to us, the Company has not taken any loans or borrowings from any financial institution, bank or Government nor has it issued any debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.

(ix) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) or term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.

(x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year nor have we been informed of any such case by the Management.

(xi) According to the information and explanations given to us and based on our examination of the records, the Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us

and based on our examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by applicable Indian Accounting Standards.

(xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W-100022

**Amar Sunder**

Partner

Place: Mumbai

Membership No. 078305

Date: 8 May 2021

ICAI UDIN: 21078305AAAAAW4568

## Appendix I

Name of the Statute	Nature of dues	Amount Demanded ₹ in crores	Amount Paid ₹ in crores	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	14.04	1.00	2008-09 and 2009-10	Income tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	22.81	1.00	2010-11 and 2011-12	Income tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	12.38	Nil	2012-13	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income Tax	0.33	Nil	2017-18	Commissioner of Income tax (Appeals)

## Annexure B to the Independent Auditors' report on the standalone financial statements of Thyrocare Technologies Limited for the year ended 31 March 2021

### Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Opinion

We have audited the internal financial controls with reference to financial statements of Thyrocare Technologies Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on

Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of

changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W-100022

**Amar Sunder**

Partner

Membership No. 078305

ICAI UDIN: 21078305AAAAAW4568

Place: Mumbai

Date: 8 May 2021

# Standalone Balance Sheet

as at 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

	Note	31 March 2021	31 March 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4A	95.37	87.56
Capital work-in-progress	4B	8.28	3.87
Investment property	4C	1.12	1.17
Other intangible assets	5A	0.09	0.14
Right-of-use lease assets	5B	22.57	22.69
Investment in associate	6	20.00	20.00
Investment in subsidiary	7A	150.34	150.34
Financial assets			
Loans	8A	8.86	17.86
Other financial assets	9	3.55	3.39
Deferred tax assets	10	14.86	11.64
Non-current tax assets	11	9.67	8.33
Other non-current assets	12	10.58	1.75
<b>Total non-current assets</b>		<b>345.29</b>	<b>328.74</b>
<b>Current assets</b>			
Inventories	13	22.16	18.49
Financial assets			
Investments	7B	103.47	69.03
Trade receivables	14	44.29	15.19
Cash and cash equivalents	15	5.05	4.88
Other bank balances	15	2.62	2.42
Loans	8B	0.72	0.66
Other financial assets	16	1.95	0.15
Other current assets	17	2.24	2.45
Assets held for sale		-	0.38
<b>Total current assets</b>		<b>182.50</b>	<b>113.65</b>
<b>Total assets</b>		<b>527.79</b>	<b>442.39</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	18	52.87	52.84
Other equity	19	392.59	325.39
<b>Equity attributable to owners of the Company</b>		<b>445.46</b>	<b>378.23</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Lease liabilities			
Other financial liabilities	20B	6.20	5.53
Provisions	21A	13.44	7.88
<b>Total non-current liabilities</b>		<b>19.64</b>	<b>13.41</b>
<b>Current liabilities</b>			
Financial liabilities			
Lease liabilities	20A	3.43	3.67
Trade payables	22		
- total outstanding dues of micro enterprises and small enterprises		0.53	0.70
- total outstanding dues of creditors other than micro enterprises and small enterprises		20.49	18.47
Other financial liabilities	20B	22.12	19.73
Current tax liabilities (net)	23	2.57	0.75
Provisions	21B	3.35	0.98
Other current liabilities	24	10.20	6.45
<b>Total current liabilities</b>		<b>62.69</b>	<b>50.75</b>
<b>Total equity and liabilities</b>		<b>527.79</b>	<b>442.39</b>
Significant accounting policies	2-3		
Notes to the Standalone Financial Statements			

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date attached

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

For and on behalf of the Board of Directors of  
Thyrocare Technologies Limited  
CIN - L85110MH2000PLC123882

**Amar Sunder**  
Partner  
Membership No: 078305

**Ramjee D**  
Company Secretary  
Membership No - F2966

**Dr. A Velumani**  
Managing Director  
DIN - 00002804

**A Sundararaju**  
Director and Chief Financial Officer  
DIN - 00003260

Mumbai  
8 May 2021

Mumbai  
8 May 2021

# Standalone Statement of Profit and Loss

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

	Note	Year ended 31 March 2021	Year ended 31 March 2020
Revenue from operations	25	474.27	401.06
Other income	26	12.28	9.42
<b>Total income</b>		<b>486.55</b>	<b>410.48</b>
<b>Expenses</b>			
Cost of materials consumed	27a.	159.18	110.17
Purchases of stock-in-trade	27b.	1.09	2.25
Changes in inventories of stock-in-trade	27c.	0.28	(0.08)
Employee benefits expense	28	56.79	45.75
Finance costs		0.66	1.32
Depreciation and amortisation expense	4,5	21.08	19.54
Other expenses	29	86.19	75.20
<b>Total expenses</b>		<b>325.27</b>	<b>254.15</b>
<b>Profit before exceptional items and tax</b>			
<i>Exceptional items</i>		161.28	156.33
Provision for impairment of investment in subsidiary company	7A	-	(44.33)
<b>Profit before tax</b>		<b>161.28</b>	<b>112.00</b>
<b>Tax expense:</b>	30A.		
Current tax		44.25	42.74
Deferred tax		(2.74)	(10.06)
<b>Total Tax expense</b>		<b>41.51</b>	<b>32.68</b>
<b>Profit for the year</b>		<b>119.77</b>	<b>79.32</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement of defined benefit (liability)/ asset		(1.89)	0.16
<b>Income tax relating to items that will not be reclassified to profit or loss</b>			
Remeasurement of defined benefit liability/(asset)	30B.	0.48	(0.04)
<b>Other comprehensive income for the year, net of tax</b>		<b>(1.41)</b>	<b>0.12</b>
<b>Total comprehensive income for the year</b>		<b>118.36</b>	<b>79.44</b>
<b>Earnings per share [Nominal value of Rs. 10 each]:</b>			
(a) Basic (INR)	31(i)	22.66	15.02
(b) Diluted (INR)	31(ii)	22.62	14.99
Significant accounting policies	2-3		

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date attached

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

For and on behalf of the Board of Directors of  
 Thyrocare Technologies Limited  
 CIN - L85110MH2000PLC123882

**Amar Sunder**  
 Partner  
 Membership No: 078305

**Ramjee D**  
 Company Secretary  
 Membership No - F2966

**Dr. A Velumani**  
 Managing Director  
 DIN - 00002804

**A Sundararaju**  
 Director and Chief Financial Officer  
 DIN - 00003260

Mumbai  
 8 May 2021

Mumbai  
 8 May 2021



# Standalone Statement of Cash Flows

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

	Year ended 31 March 2021	Year ended 31 March 2020
<b>A. Cash flows from operating activities</b>		
Net profit before exceptional items and income tax	161.28	156.33
<i>Adjustments for:</i>		
Depreciation and amortisation	21.08	19.54
Net gain on investments	(3.65)	(4.81)
Profit on sale of property, plant and equipment	(4.20)	(0.01)
Unrealised gain on foreign exchange fluctuation	0.14	-
Allowance for credit impaired	0.43	1.89
Employee stock compensation expense	1.68	2.00
Share issue expenses	0.02	-
Interest income	(2.00)	(2.85)
	13.49	15.76
Operating profit before working capital changes	174.78	172.09
<i>Adjustments for:</i>		
(Increase) in Inventories	(3.68)	(2.93)
(Increase) in Trade receivables	(29.67)	(6.02)
(Increase) in Loans and advances	(0.76)	(0.20)
(Increase) in Other assets	(0.43)	(1.04)
Increase in Trade payables	1.85	13.81
Increase in Other liabilities	5.86	2.97
Increase in Provisions	6.05	1.90
	(20.78)	8.49
Cash generated from operations	154.00	180.58
Taxes paid (net of refunds)	(43.59)	(44.25)
<b>Net cash flows generated from operating activities (A)</b>	<b>110.41</b>	<b>136.33</b>
<b>B. Cash flows from investing activities</b>		
Purchase of property, plant and equipment, additions to capital work-in-progress and capital advances	(39.10)	(8.98)
Proceeds from sale of property, plant and equipment	5.31	0.02
Proceeds from liquidation of non current investments	-	0.03
Purchase of current investments	(135.00)	(132.84)
Proceeds from sale of current investments	104.21	142.90
Repayment of loans by subsidiary	11.00	25.00
(Payment) of loans to subsidiary	(1.20)	(2.15)
Lease payments received from sub-leases	0.11	0.09
Dividend received	-	0.34
Investment in term deposits	(0.11)	-
Interest received	1.59	2.43
<b>Net cash (used in) / generated from investing activities (B)</b>	<b>(53.19)</b>	<b>26.84</b>
<b>C. Cash flows from financing activities</b>		
Proceeds from issue of equity shares	0.03	0.04
Share issue expenses	(0.02)	-
Payment towards principal portion of lease liabilities	(3.46)	(2.58)
Payment towards interest portion of lease liabilities	(0.73)	(1.11)
Dividend paid on equity shares	(52.87)	(131.96)
Tax paid on dividend	-	(27.04)
<b>Net cash used in financing activities (C)</b>	<b>(57.05)</b>	<b>(162.65)</b>

# Standalone Statement of Cash Flows

for the year ended 31 March 2021

<b>Net (Decrease)/ Increase in Cash and cash equivalents (A+B+C)</b>	<b>0.17</b>	<b>0.52</b>
Cash and cash equivalents at the beginning of the year	4.88	4.36
<b>Cash and cash equivalents at the end of the year</b>	<b>5.05</b>	<b>4.88</b>

- The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard 7 (IndAS-7), "Statement of Cash Flows".
- Reconciliation of cash and cash equivalents with the balance sheet :

Particulars	31 March 2021	31 March 2020
Cash and cash equivalents (refer note 15)	5.05	4.88
<b>Balance as per statement of cash flows</b>	<b>5.05</b>	<b>4.88</b>

- Reconciliation of the movements of liabilities to cash flows arising from financing activities :

Particulars	31 March 2021	31 March 2020
<b>At the commencement of the year</b>	<b>9.20</b>	
<b>Balances recognised during the year on transition to Ind AS 116</b>	<b>-</b>	11.94
<b>Changes from financing cash flows</b>		
Repayment of lease liabilities - principal portion	(3.46)	(2.58)
Payment of interest on lease liabilities	(0.73)	(1.11)
<b>Total changes from financing cash flows</b>	<b>(3.69)</b>	<b>(3.69)</b>
<b>Other changes</b>		
Additional lease liabilities recognised during the year	4.12	0.95
<b>At the end of the year</b>	<b>9.63</b>	<b>9.20</b>
Significant accounting policies	2-3	

The accompanying notes form an integral part of the Standalone Financial Statements.  
As per our report of even date attached

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

For and on behalf of the Board of Directors of  
Thyrocare Technologies Limited  
CIN - L85110MH2000PLC123882

**Amar Sunder**  
Partner  
Membership No: 078305

**Ramjee D**  
Company Secretary  
Membership No - F2966

**Dr. A Velumani**  
Managing Director  
DIN - 00002804

**A Sundararaju**  
Director and Chief Financial Officer  
DIN - 00003260

Mumbai  
8 May 2021

Mumbai  
8 May 2021

# Standalone Statement of Changes in Equity

for the year ended 31 March 2021

## Equity share capital

	Note	
<b>Balance as at the 1 April 2019</b>		<b>52.80</b>
Changes in equity share capital during 2019-20	18	0.04
<b>Balance as at the 31 March 2020</b>		<b>52.84</b>
Changes in equity share capital during 2020-21	18	0.03
<b>Balance as at the 31 March 2021</b>		<b>52.87</b>

## Other equity

	Note	Reserves and surplus					Retained earnings	Total
		Capital reserve	Securities premium	Share options outstanding	General reserve	Capital redemption reserve		
Balance as at 1 April 2019		30.25	65.08	3.88	9.17	0.96	293.64	402.98
<b>Total comprehensive income for the year ended 31 March 2020</b>								
Profit		-	-	-	-	-	79.32	79.32
Remeasurement of defined benefit liability/(asset)		-	-	-	-	-	0.12	0.12
<b>Total comprehensive income</b>		-	-	-	-	-	<b>79.44</b>	<b>79.44</b>
<b>Transaction with owners recorded directly in equity</b>								
<b>Contributions by and distributions to owners</b>								
Transfer on exercise of stock option	19 (b)	-	2.16	-	-	-	-	2.16
Employee compensation expense for the year	19 (c)	-	-	2.00	-	-	-	2.00
Transfer to securities premium account on exercise of stock option	19 (c)	-	-	2.16	-	-	-	(2.16)
Final/ Interim dividend on equity shares	19 (f)	-	-	-	-	-	(132.00)	(132.00)
Dividend distribution tax	19 (f)	-	-	-	-	-	(27.03)	(27.03)
<b>Total contributions by and distributions to owners</b>		-	<b>2.16</b>	<b>0.16</b>	-	<b>0.96</b>	<b>(159.03)</b>	<b>(157.03)</b>
<b>Balance as at the 31 March 2020</b>		<b>30.25</b>	<b>67.24</b>	<b>3.72</b>	<b>9.17</b>	<b>0.96</b>	<b>214.05</b>	<b>325.39</b>
Balance as at 1 April 2020		30.25	67.24	3.72	9.17	0.96	214.05	325.39
<b>Total comprehensive income for the year ended 31 March 2021</b>								
Profit		-	-	-	-	-	119.77	119.77
Remeasurement of defined benefit liability/(asset)		-	-	-	-	-	(1.41)	(1.41)
<b>Total comprehensive income</b>		-	-	-	-	-	<b>118.36</b>	<b>118.36</b>
<b>Transaction with owners recorded directly in equity</b>								
<b>Contributions by and distributions to owners</b>								
Transfer on exercise of stock option	19(b)	-	2.47	-	-	-	-	2.47
Employee compensation expense for the year	19(c)	-	-	1.68	-	-	-	1.68
Transfer to securities premium account on exercise of stock option	19(c)	-	-	(2.47)	-	-	-	(2.47)
Interim dividend on equity shares	19(f)	-	-	-	-	-	(52.84)	(52.84)
<b>Total contributions by and distributions to owners</b>		-	<b>2.47</b>	<b>(0.80)</b>	-	-	<b>(52.84)</b>	<b>(51.16)</b>
<b>Balance as at the 31 March 2021</b>		<b>30.25</b>	<b>69.71</b>	<b>2.93</b>	<b>9.17</b>	<b>0.96</b>	<b>279.57</b>	<b>392.59</b>

The accompanying notes form an integral part of the Standalone Financial Statements.  
As per our report of even date attached

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

**Amar Sunder**  
Partner  
Membership No: 078305

**Ramjee D**  
Company Secretary  
Membership No - F2966

**A Sundararaju**  
Executive Director & CFO  
DIN - 00003260

For and on behalf of the Board of Directors of  
**Thyrocare Technologies Limited**  
CIN - L85110MH2000PLC123882

**Dr. A Velumani**  
Chairman, Managing Director & CEO  
DIN - 00002804

Mumbai  
23 May 2020

Mumbai  
23 May 2020

# Notes to standalone financial statements

## 1. Reporting entity

Thyrocare Technologies Limited (the "Company") is a company domiciled in India, with its registered office situated at D/37-1, TTC Industrial Area, MIDC Turbhe, Navi Mumbai – 400703, Maharashtra, India. The Company has been incorporated under the provisions of the Companies Act in India and its equity shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company operates in the healthcare industry and is involved in providing quality diagnostic services at affordable costs to patients, laboratories and hospitals in India.

## 2. Basis of preparation

### A. Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 (hereinafter referred to as the 'Ind AS') and other relevant provisions of the Act.

The standalone financial statements were authorized for issue by the Company's Board of Directors on 8 May 2021.

The details of the accounting policies are included in Note 3.

### B. Functional and presentation currency

These standalone financial statements are prepared in India Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

### C. Basis of measurement

The standalone financial statements are prepared on the historical cost basis except for the following items :

Items	Measurement basis
Investments	Fair value
Employee shared-based payments at grant date	Fair value
Net defined benefit (asset) / liability	Fair Value of plan assets less present value of defined benefit obligations

### D. Use of estimates and judgments

In preparing these standalone financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

### Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is included in the following notes:

Note 3L – Revenue recognition at a point in time

Note 3M - Leases: whether an arrangement contains a lease and lease classification

## Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment is included in the following notes:

Note 3D, 3E, 4 and 5 - determining an asset's expected useful life and the expected residual value at the end of its life;

Note 6, 7A – Impairment of Investments - recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc.

Note - Impairment of financial and non-financial assets

Note 30 - determining the provision for income taxes;

Note 32 - measurement of defined benefit obligations: key actuarial assumptions;

Note 34 - Fair value measurement of financial instruments; and

Note 35 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

## E. Measurement of fair values

Some of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company, in case of assets held for sale, makes use of valuation certificates obtained from third party professionals for determining significant fair value measurement for cases covered under Level 3.

The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as statements of asset management companies managing the mutual fund schemes, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues, if any, are reported to the company's audit committee.

Fair value is categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities (includes mutual funds that have quoted price/ declared NAV).
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 4C – investment property;
- Note 33 – share-based payment arrangements; and
- Note 34 – financial instruments.

### 3. Significant accounting policies

#### A. Current/ non-current classification

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

##### Assets

An asset is classified as current when it satisfies any of the following criteria:

- (i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (ii) it is expected to be realised within twelve months from the reporting date;
- (iii) it is held primarily for the purposes of being traded; or
- (iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

##### Liabilities

A liability is classified as current when it satisfies any of the following criteria :

- (i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (ii) it is due to be settled within twelve months from the reporting date;
- (iii) it is held primarily for the purposes of being traded;
- (iv) the Company does not have an unconditional right to defer settlement of liability for atleast twelve months from the reporting date.

All other liabilities are classified as non-current.

#### *Operating Cycle*

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current - non-current classifications of assets and liabilities.

#### B. Foreign currency

##### Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities are translated at the rate at the date of the transaction. Exchange differences are recognised in statement of profit or loss.

#### C. Financial instruments

##### (i) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus except for receivables / contract assets under Ind AS 115 which are measured at transaction price, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

## (ii) Classification and subsequent measurement

### *Financial assets*

On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- Fair value through other comprehensive income (FVTOCI); or
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI — equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### *Financial assets: Business model assessment*

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

### *Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during

a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

*Financial assets: Subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest cost / income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value, Dividends are recognised as income in profit of loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

*Financial liabilities: Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held – for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### (iii) Derecognition

*Financial assets*

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

*Financial liabilities*



The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss, measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

#### (iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### D. Property, plant and equipment

#### (i) Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

#### (ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

#### (iii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

#### (iv) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment prescribed as per Schedule II are as follows:

Assets	Useful life
Buildings	60 Years
Plant and equipment (diagnostic equipment)	13 Years
Plant and equipment (others)	15 Years
Office equipment	05 Years
Furniture and fittings	10 years
Computers	3-6 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

#### (v) Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

### E. Other Intangible assets

Before transition to Ind AS, other intangible assets including those acquired by the Company are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. The intangible assets acquired by the Company, after transition to Ind AS are measured at fair value.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

- Software - 5 years
- Trademark - 5 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate

### F. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment property recognised as at 1 April 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such investment property.

Since the Company has leased part of its building to related party to conduct the business operation, based on technical evaluation and consequent advice, the management believes the indicative useful life of relevant type of asset mentioned in Part C of Schedule II to the Act, as representing the best estimate of the period over which investment properties (which are quite similar) are expected to be used. Accordingly, the Company depreciates investment properties over a period of 60 years on a written-down value basis.

Any gain or loss on disposal of an investment property is recognised in profit or loss.

### G. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials, components and other supplies held for use in processing are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

## H. Impairment

### (i) Impairment of financial assets

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and

At each reporting date, the Company assesses whether financial assets carried at amortised cost. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default being past due for 90 days or more;
- it is probable that the borrower will enter bankruptcy, or other financial reorganisation; or the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

#### *Impairment of investments in subsidiaries and associates*

Determining whether the investments in subsidiaries and associates are impaired requires an estimate in the value in use of investments. The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss. In considering the value in use, the Board of Directors have anticipated the future market conditions and other parameters that affect the operations of these entities.

#### *Write-off*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### (ii) Impairment of non-financial assets

The Company's non-financial assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## I. Non-current assets, or disposal groups held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

## J. Employee benefits

### (i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### (ii) Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

### (iii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### (iv) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### (v) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

### (vi) Termination benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

## K. Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

## L. Revenue from Operations

Revenue includes only the gross inflows of economic benefits. It is measured based on the consideration specified in the contracts with customers. Amounts collected on behalf of third parties such as goods and services taxes are not economic benefits which flow to the entity and do not result in increases in equity. Therefore, they are excluded from revenue.

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. Under Ind AS 115, revenue is recognised when a customer obtains control of the goods or services. Determining the timing of the transfer of control – at a point in time or over time requires judgement.

Revenue stream	Nature and timing of satisfying performance obligations, including significant payment terms	Revenue recognition under Ind AS 115
Sale of services	Customers obtain control of the service at the time of receipt of relevant test reports. Customers generally pay upfront before availing diagnostic services or before undergoing scans and in case of tie-up customers, the credit period offered generally ranged from 15 to 30 days. The Company generally does not have refund/warranty obligations.	Revenue from sale of testing and imaging services is recognized at a point in time once the testing samples are processed for requisitioned diagnostic tests.
Sale of goods and consumables	Customer obtains control of goods and consumables when the goods are delivered to the customer's premise or other agreed upon delivery point where the customer takes control of the goods. The credit period offered to customers generally ranged from 30 days to 90 days. The Company generally does not have refund/warranty obligations.	Revenue is recognized at a point in time when the goods and consumables are delivered at the agreed point of delivery which generally is the premises of the customer.

Income from technical assistance and trademark assignment is recognised once the Company's right to receive the revenue is established by the reporting date. Income from technical assistance and trademark is recognised as an agreed percentage of the turnover of the respective entities, as per the terms of the respective agreements.

## Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

## M. Leases

The Company has applied Ind AS 116 Leases, using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17. The details of accounting policies under Ind AS 17 are disclosed separately if they are different from those under Ind AS 116 and the impact of changes is disclosed separately in this note.

## Policy applicable from 1 April 2019

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether :

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either, throughout the period of use:
  - the Company has the right to operate the asset; or
  - the Company designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices

### (i) As a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property, separately, in *Note 5B 'Right-of-use long term leases (net of net investment in sub-leases)'* and lease liabilities in *Note 20A and Note 21B*, in the statement of financial position.

However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

#### *Short-term leases and leases of low-value assets*

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term-leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## (ii) As a lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As a part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use assets arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease otherwise it is classified as finance lease.

In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of

return on the lessor's net investment in the lease.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

The accounting policies applicable to the Company as a lessor in the comparative period were not different from Ind AS 116. However, when the Company was an intermediate lessor the sub-leases were classified with reference to the underlying asset.

The Company presents right-of-use assets those were sub-leased, as net-off, in *Note 5B 'Right to use long term leases (net of net investment in sub-leases)'* and receivables against sub-leases in *Note 9 'Other Non-current financial assets'* and *Note 16 'Other Current financial assets'*, in the statement of financial position.

In case of sublease, finance lease receivable is netted off from the value of Right of Use asset. in *Note 5B*.

### Maturity Analysis of Lease liabilities as at 31 March 2021 on an undiscounted basis:

Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
Less than one year	4.27	4.43
One to five years	6.68	5.54
More than five years	0.08	1.00
<b>Total</b>	<b>11.03</b>	<b>10.97</b>

### Lease liabilities recorded in the Balance sheet as at 31 March 2021

Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
Non-current portion	6.20	5.53
Current portion	3.43	3.67
<b>Total</b>	<b>9.63</b>	<b>9.20</b>

### Amounts recognized in the statement of profit and loss

Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
Interest expense on leases (recorded under Finance Cost in the statement of profit and loss)	0.66	1.11
Depreciation on right-of-use assets for the year (refer note 5B for further details)	4.37	4.01
Expenses relating to short term leases recorded in note 29 under Rent	0.65	0.59
Interest income on net investment in sub-leases recorded under other income	0.10	0.07



## Amount recognized in the statement of cash flows:

Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
Total cash outflow on account of leases	4.19	4.28
Total cash inflow from subleases	0.11	0.09

### (iii) Others

The Company entered into lease with the landlord for land at central processing laboratory premises about 10 years ago. The lease premium paid on transfer of lease rights in favor of the Company, is capitalised in the books and amortised over the period of the lease.

#### *Equipment placement arrangements*

The Company uses testing equipment (analysers) under a number of reagent rental arrangements. Some of these arrangements provide the Company with option to purchase the equipment at the end of lease term at mutually negotiated price as well as an obligation to purchase the equipment at stipulated price in the event of premature termination.

Some of these arrangements are not in the legal form of lease, but a portion of the cost paid to the vendors is considered to contain a lease element due to the nature of the contractual terms.

## Change in accounting policies

Except for the changes below, the Company has consistently applied the accounting policies to all periods presented in these standalone financial statements.

The Company applied Ind AS 116 with a date of initial application of 1 April 2019. As a result, the Company has changed its accounting policy for lease contracts as detailed below.

The Company applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at 1 April 2019. The details of the changes in accounting policies are disclosed below.

### A. Definition of a lease

Previously, the Company determined at contract inception whether an arrangement is or contains a lease. Under *Ind AS 116*, the Company assesses whether a contract is or contains a lease based on the definition of a lease, as explained earlier in this Note K.

On transition to *Ind AS 116*, the Company elected to apply the practical expedient to grandfather the assessment of which transaction are leases. It applied *Ind AS 116* only to contracts that were previously identified as leases. Contracts that were not identified as leases under *Ind AS 17* were not reassessed for whether there is a lease. Therefore, the definition of a lease under *Ind AS 116* was applied only to contracts entered into or changed on or after 1 April 2019.

### B. As a lessee

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company. Under *Ind AS 116*, the Company recognizes right-of-use assets and lease liabilities for most leases – i.e. these leases are on balance sheet.

The Company decided to apply recognition exemption to short-term leases of machinery and lease of IT equipment.

### Leases classified as operating leases under *Ind AS 17*

At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at 1 April 2019. Right-of-use assets are measured at either:

- At their carrying amount as if Ind AS 116 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate at the date of initial application – the Company applied this approach to its largest property leases; or

- An amount equal to lease liability, adjusted by the amount of any prepaid or accrued lease payments – the Company applied this approach for all leases.

The Company used the following practical expedients when applying *Ind AS 116* to leases previously classified as operating leases under *Ind AS 17*.

- applied a single discount rate to a portfolio of leases with similar characteristics.
- applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term.
- excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

### C. As a lessor

The Company is not required to make any adjustments on transition to *Ind AS 116* for leases in which it acts as a lessor, except for a sub-lease. The Company accounted for its leases in accordance with *Ind AS 116* from the date of initial application.

Under *Ind AS 116*, the Company is required to assess the classification of a sub-lease with reference to the right-of-use asset, not the underlying asset. On transition, the Company reassessed the classification of a sub-lease contract previously classified as an operating lease under *Ind AS 17*. The Company concluded that the sub-lease is a finance lease under *Ind AS 116*.

The Company applied *Ind AS 115* Revenue from contracts with customers to allocate consideration in the contract to each lease and non-lease component, to the extent applicable.

### D. Impacts on financial statements

On transition to *Ind AS 116*, the Company recognized INR 11.14 crore of additional right-of-use assets (net of investment in sub-leases of INR 0.80 crore), INR 11.94 crore of additional lease liabilities and INR 0.80 crore of receivable from sub-lease.

When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate at 1 April 2019. The weighted average rate applied is 10.5%.

Particulars	Amount in Rs. crore
Operating lease commitments as at 31 March 2019 as per Ind AS 17	12.61
Add: Commitments towards reagent equipment placement arrangements (to the extent of lease element) Less: Recognition exemption for short-term leases	3.25
Less: Impact of discounting on date of initial application of Ind AS 116	-3.92
Lease liabilities recognised in the balance sheet on transition to Ind AS 116 as at 1 April 2019 (before netting impact of sub-leases)	11.94

### N. Recognition of rental income, dividend income, interest income or expense

Rental income from investment property is recognised as part of other income in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Rental income from sub-leasing is also recognised in a similar manner and included under other income.

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to :

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

## O. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

### (i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### (ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets — unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

## P. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

## Q. Operating segments

In accordance with *Ind AS 108 'Operating Segments'*, segment information has been given in the consolidated financial statements of the holding company.

## R. Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing Indian Accounting Standards (Ind AS). There is no such notification which would have been applicable from 1 April 2020.

# Notes to the standalone financial statements

as at 31 March 2021

## 4 Property, plant and equipment, capital work-in-progress and investment property

See accounting policies in Notes 3(d) and 3(f)

	Gross Block			Accumulated depreciation				Net Block			
	Balance as at 1 April 2020	Addition	Disposal	Reclassification to assets held for sale*/ Reclassification to Right-of-use assets/ Other adjustments	Balance as at 31 March 2021	Balance as at 1 April 2020	Depreciation/ amortisation expense for the year	On Disposals	Transfer on reclassification to assets held for sale*/right-of-use assets	Balance as at 31 March 2021	Balance as at 31 March 2020
<b>A Property, plant and equipment</b>											
Leasehold Land	15.60	-	-	-	-	-	-	-	(0.72)	-	-
Freehold Land	4.38	-	-	(15.60)	4.38	0.72	-	-	-	4.38	14.88
	4.38	-	-	-	4.38	-	-	-	-	4.38	4.38
Buildings/ Premises	43.50	-	(1.40)	-	42.10	7.48	1.88	(0.65)	(0.36)	8.71	36.02
	44.24	-	-	(0.74)*	43.50	5.77	2.06	-	-	7.48	38.47
Plant and Equipment	63.67	15.21	-	-	78.88	28.66	9.04	-	-	37.70	35.01
	56.74	7.02	-	(0.09)	63.67	20.55	8.11	-	-	28.66	36.19
Furniture and Fixtures	16.04	5.77	-	-	21.81	7.60	3.00	-	-	10.60	8.44
	13.99	2.05	-	-	16.04	5.09	2.51	-	-	7.60	8.90
Vehicles	0.67	-	(0.24)	-	0.43	0.31	0.11	(0.22)	-	0.20	0.36
	0.68	0.07	(0.08)	-	0.67	0.24	0.14	(0.07)	-	0.31	0.44
Office equipment	5.41	3.10	-	-	8.51	3.11	1.35	-	-	4.46	2.30
	4.38	1.03	-	-	5.41	2.05	1.06	-	-	3.11	2.33
Computers, printers and scanners	3.80	0.88	-	-	4.68	2.75	1.00	-	-	3.75	1.05
	2.74	1.06	-	-	3.80	1.78	0.97	-	-	2.75	0.96
<b>Total</b>	<b>137.47</b>	<b>24.96</b>	<b>(1.64)</b>	<b>-</b>	<b>160.79</b>	<b>49.91</b>	<b>16.38</b>	<b>(0.87)</b>	<b>(1.07)</b>	<b>65.42</b>	<b>87.56</b>
	142.75	11.23	(0.08)	(16.42)	137.47	36.20	14.85	(0.07)	-	49.91	106.55
<b>B Capital work-in progress</b>	<b>3.87</b>	<b>29.31</b>	<b>(24.90)</b>	<b>8.28</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	1.28	14.33	(11.74)	3.87	-	-	-	-	-	-	-
<b>C Investment property</b>	<b>1.39</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.39</b>	<b>0.17</b>	<b>0.05</b>	<b>-</b>	<b>-</b>	<b>0.27</b>	<b>1.17</b>
	1.39	-	-	-	1.39	0.12	0.05	-	-	0.22	1.22

Figures in italic pertains to previous year.

## 4 Property, plant and equipment, capital work-in-progress and investment property

See accounting policies in Notes 3(d) and 3(f)

### Notes

#### i. *Investment Property - Disclosure pursuant to Ind AS 40 'Investment Property'*

Amount recognised in Statement of profit and loss for investment property

	31 March 2021	31 March 2020
Rental income derived from investment property	0.39	0.73
Direct operating expenses arising from investment property that generated rental income	0.04	0.04
<b>Profit arising from investment properties before depreciation and indirect expenses</b>	<b>0.35</b>	<b>0.69</b>
Depreciation	0.05	0.05
<b>Profit arising from investment properties before indirect expenses</b>	<b>0.30</b>	<b>0.64</b>

### Measurement of fair values

- The Company has sub-let part of the leasehold land and constructed building thereon, to its subsidiary for business operations after getting an approval from the lessor. Since the premises is constructed on leasehold plot of land, the sub-let part of the premises is not saleable independently. The fair value of the investment property would be difficult to determine reliably. The premises is constructed on industrial leasehold plot of land and there are very few recent transactions. In case of the previously observed transaction for transfer of plot prices, the variations in the prices indicate that the transfer price is not indicative of market prices. Also, the alternative reliable measurement of fair value are not available due to the regulatory restrictions as to usage, transfer, leasing and subletting of the property within the jurisdiction. The fair value of the investment property on the basis of then observed transfer prices for the properties within the same jurisdiction, ranges from INR 2.55 crore to 3.00 crore.

### Assets held for sale \*

The Company had reclassified certain flats as held for sale in previous years as the Company had already received advances towards sale consideration. However, due to enforcement of national lockdown due to COVID pandemic, the procedural formalities for effecting the transfer could not be completed before 31 March 2020. The sale of these assets have been completed during the year ended 31 March 2021.

**5 Other intangible assets and right-of-use lease assets**

See accounting policy in Note 3(e)

A Intangible assets	Gross Block				Accumulated depreciation				Net Block			
	Balance as at 1 April 2020 Balance as at 1 April 2019	Addition	Disposal	Other adjustment*	Balance as at 31 March 2021 Balance as at 31 March 2020	Balance as at 1 April 2020 Balance as at 1 April 2019	Depreciation/ amortisation expense for the year	On Disposals	Impairment losses	Balance as at 31 March 2021 Balance as at 31 March 2020	Balance as at 31 March 2021 Balance as at 31 March 2020	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
Computer software	1.28 1.28	- -	- -	- -	1.28 1.28	1.14 0.79	0.05 0.35	- -	- -	1.19 1.14	0.09 0.14	0.14 0.49
Total intangible assets	1.28 1.28	- -	- -	- -	1.28 1.28	1.14 0.79	0.05 0.35	- -	- -	1.19 1.14	0.09 0.14	0.14 0.49
<i>Figures in italic pertains to previous year.</i>												
B Right-of-use assets (net of investment in sub-leases)	Gross Block				Accumulated depreciation				Net Block			
	Balance as at 1 April 2020 Balance as at 1 April 2019 (arising on transition to Ind AS 116)	Recognised during the year	Derecognised during the year	Other adjustment*	Balance as at 31 March 2021 Balance as at 31 March 2020	Balance as at 1 April 2020 Balance as at 1 April 2019	Depreciation/ amortisation expense for the year	On Derecognition	Impairment losses	Balance as at 31 March 2021 Balance as at 31 March 2020	Balance as at 31 March 2021 Balance as at 31 March 2020	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
Leasehold Land	14.88 14.88	- -	- -	- -	14.88 14.88	0.24 -	0.24 0.24	- -	- -	0.48 0.24	14.40 14.64	14.64
Buildings	8.84 7.89	0.95	-	-	8.84 8.84	2.19 -	1.40 2.19	-	-	3.59 2.19	5.25 6.65	6.65
Plant and machinery	3.26 3.26	6.44	(3.94)	-	5.76 3.26	1.86	2.97 1.86	(1.99)	-	2.84 1.86	2.92 1.40	1.40
	26.98 26.03	6.44 0.95	(3.94)	-	29.48 26.98	4.29 -	4.61 4.29	-1.99	-	6.91 4.29	22.57 22.69	22.68 -

# Notes to the standalone financial statements

## 6 Investment in associate

<b>Interest in associates</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
"Equity shares (unquoted) 429,185 (31 March 2020 : 429,185) equity shares of Equinox Labs Private Limited"	20.00	20.00
	<b>20.00</b>	<b>20.00</b>

## 7 Investments

### A. Non-current investments

#### Unquoted equity shares

##### Equity shares at cost

Investment in subsidiary	<b>31 March 2021</b>	<b>31 March 2020</b>
11,111,000 (31 March 2020 : 11,111,000) equity shares of INR 10 each of Nueclear Healthcare Limited	194.67	194.67
Less : Provision for impairment of investment in subsidiary company	(44.33)	(44.33)
	<b>150.34</b>	<b>150.34</b>
Aggregate amount of unquoted investments	150.34	150.34
Aggregate amount of impairment in value of investments ( <i>refer note below</i> )	(44.33)	(44.33)

#### "Note -

The Company reassessed the recoverable amount of investment in the wholly owned subsidiary Nueclear Healthcare Limited, as at 31 March 2021, as the higher of Fair Value less Cost of Disposal (the 'FVCO') and the Value in Use (the 'VIU'), in view of the accumulated business losses since inception and also considering the changes in the market conditions and business environment in India including due to the outbreak of COVID epidemic and effects thereof in the foreseeable future. This has resulted in an impairment charge of INR Nil (31 March 2020 : INR 44.33 crore), being recognised as exceptional charge for the year. The Company continues to assess and endeavours to take appropriate steps to optimise the profitability of Nueclear Healthcare Limited and also combat the potential impacts of the COVID epidemic on the business of Nueclear Healthcare Limited.

The recoverable amount was determined based on VIU by using a discount rate of 13.46%."

Investments in Mutual Funds (Quoted) measured at FVTPL	5.17	5.56
596,157.929 units (31 March 2020 : 705,289.762 units) of ABSL Corporate Fund - Growth	-	2.03
NIL units (31 March 2020 : 80,302.451 units) of ABSL Floating Rate Fund - Growth - Direct	9.02	-
272,165.84 units (31 March 2020 : NIL units) of ABSL Liquid Fund - Growth - Direct	6.10	6.59
110,477.286 units (31 March 2020 : 128,359.438 units) of ABSL Low Duration Fund - Growth	10.31	-
2,681,594.421 units (31 March 2020 : NIL units) of ABSL Short Term Fund - Growth - Direct	5.14	4.06
20,704.832 units (31 March 2020 : 17,447.02 units) of Axis Treasury Advantage Fund - Direct Growth	-	2.48
NIL units (31 March 2020 : 329,365.576 units) of Franklin India Corporate Debt Fund - Growth	12.03	-
29,736.361 units (31 March 2020 : NIL units) of HDFC Liquid Fund - Direct Growth	18.18	-
3,820,652.296 units (31 March 2020 : NIL units) of HDFC Low Duration Fund - Direct Growth	9.02	-
296,094.166 units (31 March 2020 : NIL units) of ICICI Prudential Liquid Fund	8.02	-
191,133.461 units (31 March 2020 : NIL units) of ICICI Prudential Savings Fund	-	7.71
NIL units (31 March 2020 : 27,937.079 units) of Kotak Corporate Bond Fund - Direct Growth	-	2.03
NIL units (31 March 2020 : 7,860.625 units) of Kotak Low Duration Direct Growth	-	5.56
NIL units (31 March 2020 : 128,1345.038 units) of Nippon India Prime Debt Fund - Growth	-	9.73
NIL units (31 March 2020 : 3,560,370.657 units) of SBI Dynamic Bond Fund - Direct Growth	-	4.54
NIL units (31 March 2020 : 1,879,505.962 units) of SBI Short Term Debt Fund - Growth	20.47	18.73
1,022,348.239 units (31 March 2020 : 1,022,348.239 units) of Unifi Capital Fund	103.47	69.03
	<b>97.50</b>	65.02
Aggregate amount of quoted investments - At cost	97.50	65.02
Aggregate amount of quoted investments - At market value	103.47	69.03

# Notes to the standalone financial statements

for the year ended 31 March 2021

## 8 Loans

(unsecured considered good unless otherwise stated)

	31 March 2021	31 March 2020
<b>A Non-current loans and advances</b>		
Loans to subsidiary (see Note 37(f))	6.35	16.15
Security deposits		
To related parties	0.16	0.04
To parties other than related parties	2.35	1.67
	8.86	17.86
<b>B Current loans and advances</b>		
Security deposits	0.14	-
To parties other than related parties	0.56	0.61
Loans and advances to employees	0.02	0.05
	0.72	0.66

## 9 Other financial assets - non current

	31 March 2021	31 March 2020
Bank balance in deposit accounts* (with maturity period exceeding 12 months from reporting date)	3.08	2.82
Receivables for sub-leases	0.47	0.57
	3.55	3.39

\* Bank Deposits are under lien with the Banks against the Bank Guarantees issued to customers for execution of tenders.

## 10 Recognised deferred tax assets and liabilities

Currency: In crore of INR

### A. Deferred tax assets and liabilities are attributable to the following :

	Deferred tax assets		Deferred tax (liabilities)		Net deferred tax assets/ (liabilities)	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Property, plant and equipment/ Intangible assets/ Investment property	-	-	0.15	(0.46)	0.15	(0.46)
Investments at fair value through profit or loss	4.35	-	(1.51)	(0.53)	(1.51)	(0.53)
Provisions - employee benefits	11.16	1.14	-	-	4.35	1.14
Investment in subsidiary		11.16	-	-	11.16	11.16
Other items	0.71	0.33	-	-	0.71	0.33
<b>Net deferred tax assets/ (liabilities)</b>	<b>16.23</b>	<b>12.63</b>	<b>(1.37)</b>	<b>(0.99)</b>	<b>14.86</b>	<b>11.64</b>

### B. Movement in temporary differences

	Balance as at 1 April 2019	Recognised in profit or loss during 2019-2020	Recognised in OCI during 2019-2020	Balance as at 31 March 2020	Recognised in profit or loss during 2020-2021	Recognised in OCI during 2019-2020	Balance as at 31 March 2021
Property, plant and equipment/ Intangible assets/ Investment property	(0.56)	0.10	-	(0.46)	0.61	-	0.15
Investments at fair value through profit or loss	(1.17)	0.64	-	(0.53)	(0.98)	-	(1.51)
Provisions - employee benefits	3.01	(1.83)	(0.04)	1.14	2.73	(0.48)	4.35
Provisions - Impairment of investment in subsidiary	-	11.16	-	11.16	-	-	11.16
Other items (including net effect of deferred tax on Right of use assets and lease liabilities)	0.34	(0.01)	-	0.33	0.38	-	0.71
	<b>1.62</b>	<b>10.06</b>	<b>(0.04)</b>	<b>11.64</b>	<b>2.74</b>	<b>(0.48)</b>	<b>14.86</b>



# Notes to the standalone financial statements

for the year ended 31 March 2021

## 11 Other tax assets

	31 March 2021	31 March 2020
See accounting policy in Note 3(n)		
Advance income tax (net of provision for tax)	9.67	8.33
	<b>9.67</b>	<b>8.33</b>

## 12 Other non-current assets

	31 March 2021	31 March 2020
Capital advances	10.01	
Prepaid expenses	0.05	0.27
Balance with government authorities	0.52	1.48
	<b>10.58</b>	<b>1.75</b>

## 13 Inventories

	31 March 2021	31 March 2020
See accounting policy in Note 3(g)		
Reagents, diagnostic material and consumables	22.06	18.11
"Stock-in-trade - Glucose strips/ Gluco meter [includes in transit 31 March 2021: Nil 31 March 2020 INR 0.17 crore]	0.10	0.38
	<b>22.16</b>	<b>18.49</b>

## 14 Trade receivables

	31 March 2021	31 March 2020
Secured, considered good	6.90	2.90
Unsecured, considered good	39.44	12.30
Credit impaired	0.61	2.56
	<b>46.95</b>	<b>17.75</b>
Less : Provision for bad and doubtful debts	(2.66)	(2.56)
	<b>44.29</b>	<b>15.19</b>
Trade receivables from related parties excluding provision for doubtful debts (refer Note 36)	<b>2.67</b>	<b>3.60</b>

## 15 Cash and bank balances

	31 March 2021	31 March 2020
<b>Cash and cash equivalents</b>		
Cash on hand	0.01	0.01
Balances with banks		
in current accounts	5.04	4.87
	<b>5.05</b>	<b>4.88</b>
<b>Other bank balances</b>		
Unpaid dividend account	0.10	0.07
in deposit accounts* (with original maturity period exceeding 3 months but maturing within 12 months from reporting date) [under lien]	2.52	2.35
	<b>2.62</b>	<b>2.42</b>
	<b>7.67</b>	<b>7.30</b>

\* Bank Deposits are with the Banks against the Bank Guarantees issued to customers for execution of tenders.

# Notes to the standalone financial statements

for the year ended 31 March 2021

## 16 Other financial assets - current

	31 March 2021	31 March 2020
Receivables for sub-leases	0.14	0.14
Interest accrued on deposits	0.01	0.01
Other receivables *	1.80	-
	<b>1.95</b>	<b>0.15</b>

## 17 Other current assets

	31 March 2021	31 March 2020
Advances for supply of goods and services	1.39	1.66
Prepaid expenses	0.85	0.79
	<b>2.24</b>	<b>2.45</b>

## 18 Share capital

	31 March 2021		31 March 2020	
	Number of shares (in thousands)	Amount	Number of shares (in thousands)	Amount
(a) Authorised				
Equity shares of ₹ 10 each with equal voting rights	10,00,00,000	100.00	10,00,00,000	100.00
(b) Issued, subscribed and paid-up				
Equity shares of ₹ 10 each with equal voting rights	5,28,74,419	52.87	5,28,36,365	52.84
<b>Total</b>	<b>5,28,74,419</b>	<b>52.87</b>	<b>5,28,36,365</b>	<b>52.84</b>

### Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	31 March 2021		31 March 2020	
	Number of shares (in thousands)	Amount	Number of shares (in thousands)	Amount
<b>Equity shares</b>				
At the commencement of the year	5,28,36,365	52.84	5,27,98,606	52.80
Shares issued on exercise of employee stock options	38,054	0.03	37,759	0.04
Shares bought back	-	-	-	-
<b>At the end of the year</b>	<b>5,28,74,419</b>	<b>52.87</b>	<b>5,28,36,365</b>	<b>52.84</b>
<b>Issued and subscribed share capital</b>	<b>5,28,74,419</b>	<b>52.87</b>	<b>5,28,36,365</b>	<b>52.84</b>

The Company has also issued share options plan for its employees. (see Note 33)

### "Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to his/ its share of the paid-up equity share capital of the Company.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held."

### "Employee stock option plan

Terms attached to stock options plan to employees are described in Note 33 regarding share-based payments."

### "Equity shares bought back

During the year ended 31 March 2019, the Company bought back 9,58,900 equity shares for an aggregate amount of Rs. 63.00 crore being 1.78% of the total paid up equity share capital, at an average price of Rs. 656.90 per equity share. The equity shares bought back were extinguished on 12 October 2018 and 22 October 2018."

# Notes to the standalone financial statements

## Particulars of shareholders holding more than 5% shares of a class of shares

	31 March 2021		31 March 2020	
	Number of shares (in thousands)	% of total shares held	Number of shares (in thousands)	% of total shares held
Equity shares of INR 10 each fully paid-up held by -				
Dr A Velumani	1,48,17,675	28.02%	1,48,09,317	28.03%
Thyrocare Publications LLP (formerly known as "Thyrocare Publications Private Limited")	65,34,500	12.36%	65,34,500 52,17,800	12.37% 9.88%
Thyrocare Properties and Infrastructure Private Limited	52,25,315	9.88%		
Nalanda India Equity Fund Limited	38,21,394	7.23%	33,66,371	6.37%
Arisaig Asia Consumer Fund Limited	30,23,553	5.72%	-	0.00%

## Shares reserved for issue under options

	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
a. Under Employees Stock Option Scheme, 2019 - at an exercise price of INR 10 per share (see Note 33)	40,429	0.04	-	-
b. Under Employees Stock Option Scheme, 2018 - at an exercise price of INR 10 per share (see Note 33)	33,337	0.03	37,189	0.04
c. Under Employees Stock Option Scheme, 2017 - at an exercise price of INR 10 per share (see Note 33)	31,005	0.03	34,270	0.03
d. Under Employees Stock Option Scheme, 2016 - at an exercise price of INR 10 per share (see Note 33)	0	-	39,880	0.04

## Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceding the reporting date :

- a. Below is a summary of the equity shares allotted by the Company pursuant to various ESOP plans for consideration other than cash (except for the face value of shares that has been recovered in case:

	31 March 2021	31 March 2020
Number of shares allotted pursuant to ESOP schemes	38,054	37,759

b. During the year ended 31 March 2016 and 31 March 2015, the Company allotted 3,187,562 and 691,295 equity shares of INR 10 each fully paid up respectively, to the equity shareholders of Nueclear Healthcare Limited ('NHL') in consideration for 4,611,000 and 1,000,000 equity shares of NHL respectively at a premium of INR 295.95 per share to acquire 100% shares and make it a subsidiary.

c. During the previous five years, the Company has not issued any bonus shares.

# Notes to the standalone financial statements

## 19 Other equity

	31 March 2021	31 March 2020
(a) Capital reserve		
At the commencement and end of the year	30.25	30.25
(b) Securities premium		
At the commencement of the year	67.24	65.08
Transfer on exercise of stock option	2.47	2.16
Adjusted on shares bought back	-	-
At the end of the year	69.71	67.24
(c) Share options outstanding		
At the commencement of the year	3.72	3.88
Employee compensation expense for the year	1.68	2.00
Transfer to securities premium account on exercise of stock option	(2.47)	(2.16)
At the end of the year	2.93	3.72
(d) General reserve		
At the commencement and end of the year	9.17	9.17
(e) Capital redemption reserve		
At the commencement of the year	0.96	0.96
At the end of the year	0.96	0.96
(f) Retained earnings		
At the commencement of the year	214.05	293.64
Profit for the year including other comprehensive income	118.36	79.44
<i>Appropriation</i>		
Final/ Interim dividend on equity shares	(52.84)	(132.00)
Dividend distribution tax		(27.03)
At the end of the year	279.57	214.05
	<b>392.59</b>	<b>325.39</b>

### "Capital reserve

Capital Reserve represents a) amounts received in earlier years from the selling shareholder at the time of the IPO towards reimbursement of certain expenses and b) fair of the trademark "Whaters" (subsequently disposed off) assigned by Dr A Velumani in favour of the Company for no consideration."

### "Securities premium

Securities premium represents the premium received on issue of shares. It is utilized in accordance with the provisions of the Companies Act, 2013."

### "Share option outstanding account

The Company has established various equity-settled share-based payment plans for certain categories of employees of the Company. The balance in the share option outstanding account represents the expenses recorded pursuant to the aforesaid schemes for which the options are not yet vested or exercised. (See Note 33 for further details on these plans)."

### "General reserve

General reserve is used to record the transfer from retained earnings of the Company. It is utilized in accordance with the provisions of the Companies Act, 2013."

### "Capital redemption reserve

The Company bought back 9,58,900 equity shares for an aggregate amount of Rs. 63.00 crore being 1.78% of the total paid up equity share capital, at an average price of Rs. 656.90 per equity share. The equity shares bought back were extinguished on 12 October 2018 and 22 October 2018 and as per the provisions of the Companies Act, 2013, the Capital redemption reserve is used to record the reduction of the share capital of the Company on account of equity shares bought back out of the accumulated profits. It is created in accordance with the provisions of the Companies Act, 2013."

# Notes to the standalone financial statements

## "Dividends

The following dividends were declared and paid by the Company during the year : "shares bought back out of the accumulated profits. It is created in accordance with the provisions of the Companies Act, 2013."

	31 March 2021	31 March 2020
"Interim dividend INR 10/- per equity share (31 March 2020 : INR 5 per equity share)"	52.84	26.40
"Final dividend of previous financial year 31 March 2021 : INR 15 per equity share (31 March 2020 : INR Nil per equity share)"	79.31	-

After the reporting dates the following dividends (excluding dividend distribution tax) were proposed by the directors subject to the approval at the annual general meeting; the dividends have not been recognised as liabilities in the respective years. Dividends attract dividend distribution tax when declared or paid. However, with the abolition of dividend distribution tax effective April 01, 2020, dividends will be taxable in the hands of recipient and hence Dividend Distribution Tax is not applicable.

	31 March 2021	31 March 2020
INR 15 per equity share (31 March 2020 : INR Nil per equity share)	79.31	-

## 20A Lease liabilities

	31 March 2021	31 March 2020
Non-current lease liabilities	6.20	5.53
Current lease liabilities	3.43	3.67
	<b>9.63</b>	<b>9.20</b>

## 20B Other financial liabilities

	31 March 2021	31 March 2020
<b>Current</b>		
Security deposits received from related parties (refer Note 36)	1.15	1.15
from parties other than related parties	8.09	7.58
Employees dues	6.63	5.07
Unclaimed dividend	0.11	0.07
Creditors for capital goods	6.14	5.86
	<b>22.12</b>	<b>19.73</b>

Investor Education and Protection Fund ('IEPF') - As at 31 March 2021 (31 March 2020 : INR Nil) there is no amount due and outstanding to be transferred to the IEPF by the Company. Unclaimed dividend, if any, shall be transferred to IEPF as and when they become due.

# Notes to the standalone financial statements

## 21 Provisions

See accounting policy in Note 3(i)

	31 March 2021	31 March 2020
<b>A Non-current provisions</b>		
<b>Long-term provisions</b>		
Provision for employee benefits:		
Provision for compensated absences	9.30	6.00
Provision for gratuity (refer note 32)	4.14	1.88
	<b>13.44</b>	<b>7.88</b>
<b>B Current provisions</b>		
<b>Short-term provisions</b>		
Provision for CSR spend	2.19	-
Provision for employee benefits:		
Provision for compensated absences	1.07	0.95
Provision for gratuity (refer note 32)	0.09	0.03
	<b>3.35</b>	<b>0.98</b>

## 22 Trade payables

	31 March 2021	31 March 2020
Trade Payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 37(a)) and	0.53	0.70
- total outstanding dues of creditors other than micro enterprises and small enterprises	20.49	18.47
	<b>21.02</b>	<b>19.17</b>

## 23 Current tax liabilities (net)

	31 March 2021	31 March 2020
Provision for current tax (net of advance tax and tax deducted at source)	2.57	0.75
	<b>2.57</b>	<b>0.75</b>

## 24 Other current liabilities

	31 March 2021	31 March 2020
Contract liabilities	8.51	4.69
Advance received towards consideration for sale of capital assets held for sale	-	0.94
Statutory dues *	1.69	0.82
	<b>10.20</b>	<b>6.45</b>

\* Statutory dues include goods and services tax, tax deducted at source, local body tax, profession tax, employees provident fund and ESIC.

**25 Revenue from operations**

	Year ended 31 March 2021	Year ended 31 March 2020
<i>See accounting policy in Note 3(k)</i>		
Sale of products (See Note (i) below)	1.34	2.94
Sale of services (See Note (ii) below)	467.62	391.65
	<b>468.96</b>	<b>394.59</b>
Other operating revenue	5.31	6.47
<b>Total</b>	<b>474.27</b>	<b>401.06</b>
<b>Note:</b>		
(i) Sale of products comprises :		
Traded goods		
Glucose strips/ Gluco meter	1.34	2.94
<b>Total</b>	<b>1.34</b>	<b>2.94</b>
<b>(a) Reconciliation of revenue from contracts with customers</b>		
Revenue from contract with customer as per the contract price	<b>468.96</b>	<b>394.59</b>
Adjustments made to contract price on account of :-		
Discount / Rebates	-	-
<b>Revenue from contract with customer</b>	<b>468.96</b>	<b>394.59</b>
<b>(b) Movement in Contract liabilities</b>		
<b>Opening Balance</b>	<b>4.69</b>	<b>4.54</b>
Revenue recognised that was included in contract liability balance at the beginning of the year	<b>(4.69)</b>	<b>(4.54)</b>
Increases due to cash received, excluding amounts recognised as revenue during the year	<b>8.51</b>	<b>4.69</b>
<b>Closing Balance</b>	<b>8.51</b>	<b>4.69</b>
(ii) Sale of services comprises :		
Diagnostic Services	455.84	380.62
Sale of consumables for providing diagnostic services	11.78	11.03
<b>Total</b>	<b>467.62</b>	<b>391.65</b>

**26 Other income**

	Year ended 31 March 2021	Year ended 31 March 2020
Interest income (See Note (i) below)	2.00	2.85
Net gain on investments	3.65	4.81
Rental income from property subleases	0.39	0.73
Others (See Note (ii) below)	6.24	1.03
	<b>12.28</b>	<b>9.42</b>
<b>Note:</b>		
(i) Interest income comprises:		
Interest from banks on deposits	0.58	0.36
Interest on deposit for electricity	-	0.04
Interest on loans	1.32	2.39
Interest others	0.10	0.06
<b>Total - Interest income</b>	<b>2.00</b>	<b>2.85</b>
(ii) Others comprises:		
Profit on sale of property, plant and equipment	4.20	0.01
Miscellaneous income	2.04	1.02
<b>Total - Others</b>	<b>6.24</b>	<b>1.03</b>

**27 a. Cost of materials consumed**

	Year ended 31 March 2021	Year ended 31 March 2020
Opening stock	18.11	15.26
Add: Purchases	163.13	113.02
	<b>181.24</b>	<b>128.28</b>
Less: Closing stock	22.06	18.11
<b>Cost of material consumed</b>	<b>159.18</b>	<b>110.17</b>
<b>Material consumed comprises:</b>		
Reagents/ Diagnostics material	138.49	100.26
Consumables - laboratory	17.86	8.61
Consumables - processing	2.83	1.30
	<b>159.18</b>	<b>110.17</b>
<b>b. Purchases of stock-in-trade</b>		
Glucometer / Glucose strips (GMGS)	1.09	2.25
	<b>1.09</b>	<b>2.25</b>
<b>c. Changes in inventories of stock-in-trade</b>		
Inventories at the end of the year:		
Glucometer / Glucose strips (GMGS) [includes in transit INR Nil (31 March 2020 : INR 0.17 crore)]	0.10	0.38
	<b>0.10</b>	<b>0.38</b>
Inventories at the beginning of the year:		
Glucometer / Glucose strips (GMGS)	0.38	0.30
	<b>0.38</b>	<b>0.30</b>
<b>Net change</b>	<b>(0.28)</b>	<b>(0.08)</b>



**28 Employee benefits expense**

	Year ended 31 March 2021	Year ended 31 March 2020
Salaries, wages and bonus	44.62	35.75
Contributions to provident and other funds	3.63	3.29
Employees stock compensation expense	1.68	2.00
Gratuity	0.49	0.53
Compensated absences	4.13	2.21
Staff welfare expenses	2.24	1.97
	<b>56.79</b>	<b>45.75</b>

**29 Other expenses**

	Year ended 31 March 2021	Year ended 31 March 2020
Outlab processing	1.20	1.47
Power and fuel and water	6.43	6.33
Rent	0.65	0.59
Repairs and maintenance - Buildings	1.24	1.33
Repairs and maintenance - Machinery	2.66	2.90
Repairs and maintenance - Others	0.02	0.00
Insurance	0.09	0.06
Rates and taxes	1.85	0.68
Communication	1.00	0.84
Service charges	34.36	22.57
Postage and courier	2.54	2.85
Printing and stationery	1.79	2.60
Sales incentive	18.07	17.49
Advertisement expenses	3.98	0.55
Business promotion	1.67	5.03
Legal and professional fees	1.23	1.57
Payments to auditors (See Note (i) below)	0.40	0.43
Loss on foreign exchange fluctuation (net)	0.14	-
Provision for doubtful receivables	0.43	1.89
Corporate social responsibility expense (See Note (ii) below)	4.47	4.09
Share issue expenses	0.02	-
Miscellaneous expenses	1.95	1.93
	<b>86.19</b>	<b>75.20</b>
<b>Notes:</b>		
<b>(i) Payments to the auditors comprises *</b>	<b>0.39</b>	<b>0.39</b>
Statutory audit and limited review fees	0.02	0.02
Tax audit fees	0.02	0.02
Reimbursement of out of pocket expenses	0.43	0.43
<b>Disclosure under section 135(5)</b>		
Opening Balance	-	
Amount required to be spent during the year	4.47	
Amount spent during the year	(2.28)	
Amount deposited in Specified Fund of Sch. VII within 6 months	-	
Closing balance	<b>2.19</b>	

**30 Income tax**

See accounting policy in Note 30

	Year ended 31 March 2021	Year ended 31 March 2020
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Current period (a)	44.14	43.00
Changes in estimates related to prior years (b)	0.11	0.26
<b>Deferred tax (c)</b>		
Attributable to -		
Origination and reversal of temporary differences	2.74	10.06
	2.74	10.06
<b>Tax expense (a)+(b)+(c)</b>	<b>41.51</b>	<b>32.68</b>
<b>B. Amount recognised in other comprehensive income</b>		
Re-measurement gains/ (losses) on defined benefit plans	0.48	0.04
<b>Tax expense in other comprehensive income</b>	<b>0.48</b>	<b>0.04</b>

**C. Reconciliation of effective tax rate**

	Year ended 31 March 2021		Year ended 31 March 2020	
Profit after exceptional items and before income tax	161.28		112.00	
Tax using the Group's domestic tax rate	40.60	25.17%	28.19	25.17%
Effect of :				
Non-deductible expenses (net)	0.91	0.56%	3.68	3.29%
Tax exempt income	-	0.00%	0.08	-0.08%
Others	-	0.00%	0.89	-1.79%
<b>Effective tax rate</b>	<b>41.51</b>	<b>25.73%</b>	<b>32.68</b>	<b>29.18%</b>

**31 Earnings per share**

	Year ended 31 March 2021	Year ended 31 March 2020
<b>(i) Basic</b>		
Net profit for the year attributable to equity shareholders	119.77	79.32
Weighted average number of equity shares outstanding during the year	5,28,50,753	5,28,10,058
Face value per share ₹	10	10
Earnings per share - Basic (₹)	22.66	15.02
<b>(ii) Diluted</b>		
Net profit for the year attributable to equity shareholders	119.77	79.32
Weighted average number of equity shares for Basic EPS	5,28,50,753	5,28,10,058
Add: Equity shares reserved for issuance on ESOP	1,03,054	1,09,147
Weighted average number of equity shares - for diluted EPS	5,29,53,807	5,29,19,205
Face value per share ₹	10	10
Earnings per share - Diluted (₹)	22.62	14.99

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ crores, unless otherwise stated)

## 32 Employee benefits

### A. Defined contribution plans

The Company makes Provident Fund, ESIC and Maharashtra Labour Welfare Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised INR 2.92 crore (31 March 2020 : INR 2.61 crore) for Provident Fund contributions, INR 0.65 crore (31 March 2020 : INR 0.67 crore) for ESIC contributions and INR 0.01 crore for Maharashtra Labour Welfare Fund (31 March 2020 : INR 0.01 crore) in the Statement of Profit and Loss during the year (See note 28). The contributions payable to these plans by the Company are at rates specified in the rules of the schemes. The Company does not expect any further liability other than the specified contributions.

### B. Defined benefit plans

The Company offers the following employee benefit schemes to its employees :

#### Gratuity

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

	31 March 2021	31 March 2020
<b>a. Components of defined benefit plan expense</b>		
<b>i. Expenses recognised in profit or loss</b>		
Current service cost	0.36	0.41
Interest cost	0.13	0.12
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>0.49</b>	<b>0.53</b>
<b>ii. Expenses recognised in other comprehensive income</b>		
Actuarial (gain) loss on defined benefit obligations	1.89	(0.16)
<b>Total expense recognised in other comprehensive income</b>	<b>1.89</b>	<b>(0.16)</b>
<b>b. Net asset / (liability) recognised in the Balance Sheet</b>		
Present value of unfunded obligation	(4.23)	(1.91)
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(4.23)</b>	<b>(1.91)</b>
<b>Net asset/ (liability) is bifurcated as follows :</b>		
Current	(0.09)	(0.03)
Non Current	(4.14)	(1.88)
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(4.23)</b>	<b>(1.91)</b>
<b>c. Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the period	1.91	1.57
Current service cost	0.37	0.41
Interest cost	0.13	0.12
Actuarial (gains) / losses	1.88	(0.16)
Benefits paid	(0.06)	(0.03)
Present value of DBO at the end of the year	<b>4.23</b>	<b>1.91</b>

	31 March 2021	31 March 2020
<b>d. Actuarial assumptions</b>		
Discount rate	6.44%	6.82%
Salary escalation	4% p.a. for next 1 year, 9% p.a. for the year thereafter, 10% p.a. for all years thereafter	2% p.a. for next 1 year, 4% p.a. for the year thereafter, 9% p.a. for the year thereafter, 10% p.a. for all years thereafter
Rate of employee turnover	Employees : For service 2 yrs. & below 35% p.a., For service 3 yrs. to 4 yrs. 20% p.a. & thereafter 2% p.a. Directors : 1% p.a.	Employees : For service 2 yrs. & below 35% p.a., For service 3 yrs. to 4 yrs. 20% p.a. & thereafter 2% p.a. Directors : 1% p.a.
Mortality rate during employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
<b>e. Maturity analysis of the benefit payments from the employer</b>		
<b>Projected benefits payable in future years from the date of reporting</b>		
1st following year	0.09	0.09
2nd following year	0.06	0.06
3rd following year	0.10	0.10
4th following year	0.07	0.07
5th following year	0.08	0.08
Sum of years 6 to 10	0.82	0.82
Sum of years 11 and above	15.41	15.41
Weighted average duration of defined benefit obligations	20	20
<b>Sensitivity analysis</b>		
<b>f. Projected benefits obligation on current assumptions</b>		
Delta effect of +1% change in rate of discounting	(0.68)	(0.29)
Delta effect of -1% change in rate of discounting	0.86	0.36
Delta effect of +1% change in rate of salary increase	0.70	0.29
Delta effect of -1% change in rate of salary increase	(0.59)	(0.24)
Delta effect of +1% change in rate of employee turnover	(0.21)	(0.07)
Delta effect of -1% change in rate of employee turnover	0.25	0.09

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

### 33 Share-based payments

#### A. Description of share-based payment arrangements

During the year, the Company has offered stock options to the eligible employees under “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2020” (ESOS2020) vide authorisation of shareholders in the annual general meeting held on 29 September 2020. The options may be exercised either fully or partially in four equal instalments.

The employees were identified as those who had completed two years of service as on the date of sanction of the scheme, subject to their continuous service till the vesting period.

During the earlier years, the Company had offered stock options to the eligible employees under “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2019” (ESOS2019), “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2018” (ESOS2018), “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2017” (ESOS2017), “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2016” (ESOS2016) and “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2015” (ESOS2015) vide authorisation of shareholders in their meetings held on 24 August 2019, 1 September 2018, 12 August 2017, 12 September 2016 and 26 September 2015 respectively. Under the respective scheme, the options may be exercised either fully or partially in four equal instalments. The employees were identified as those who had completed certain years of service subject to their continuous service till the vesting period.

Additionally, the Company formed a trust, 'Thyrocare Employee Stock Option Trust' wherein the shares to be issued under these options were allotted to the Trust. The Trust holds these shares for the benefit of the employees and issues them to the eligible employees as per the recommendation of the compensation committee. The identified employees are also entitled to purchase additional shares proportionately from the shares of employees who are not desirous to purchase the equity shares or who have left the organisation.

The key details of the various schemes are as under:

Scheme	Date of Grant	Numbers of options granted	Vesting Period	Exercise Period	Exercise Price (INR) per share	Weighted Average Exercise Price (INR) per share
ESOS2020	Tuesday, September 29, 2020	40,429	3 years	One year from vesting date	10	10
ESOS2019	Saturday, August 24, 2019	40,429	3 years	One year from vesting date	10	10
ESOS2018	Saturday, September 1, 2018	40,452	3 years	One year from vesting date	10	10
ESOS2017	Saturday, August 12, 2017	50,516	3 years	One year from vesting date	10	10
ESOS2016	Monday, September 12, 2016	50,537	3 years	One year from vesting date	10	10

**B. Employee stock option activity under the respective schemes is as follows:**

<b>Scheme</b>	<b>31 March 2021 No of Options</b>	<b>31 March 2020 No of Options</b>
<b>ESOS2020</b>		
Outstanding at 1 April	-	-
Granted during the year	40,429	-
Forfeited during the year	-	-
<b>Outstanding at 31 March</b>	<b>40,429</b>	<b>-</b>
<b>ESOS2019</b>		
Outstanding at 1 April	37,189	-
Granted during the year	-	40,429
Forfeited during the year	4,105	3,240
<b>Outstanding at 31 March</b>	<b>33,084</b>	<b>37,189</b>
<b>ESOS2018</b>		
Outstanding at 1 April	37,270	37,654
Forfeited during the year	3,423	3,384
<b>Outstanding at 31 March</b>	<b>30,847</b>	<b>34,270</b>
<b>ESOS2017</b>		
Outstanding at 1 April	39,880	43,320
Forfeited during the year	1,826	3,440
Exercised during the year	38,054	-
<b>Outstanding at 31 March</b>	<b>-</b>	<b>39,880</b>
<b>ESOS2016</b>		
Outstanding at 1 April	-	39,526
Forfeited during the year	-	1,767
Exercised during the year	-	37,759
<b>Outstanding at 31 March</b>	<b>-</b>	<b>-</b>

**C. The key assumptions used to estimate the fair value of options granted during the years ended 31 March 2021 and 31 March 2020:**

<b>Scheme</b>	<b>31 March 2021 No of Options</b>	<b>31 March 2020 No of Options</b>
Volatility	21.65%	21.65%
Expected life	3.50 years	3.50 years
Dividend Yield	1.50%	1.50%
Risk-free interest rate (based on government bonds)	7.85%	6.30%
Model Used	Black & Scholes	Black & Scholes

The expense arising from equity settled share based payment transaction amounting to INR 1.70 crore and INR 2.00 crore for the year ended 31 March 2021 and 31 March 2020 respectively have been recognised in the Statement of profit and loss.

**Fair Value of the option as at the grant date**

<b>Plan</b>	<b>Grant date</b>	<b>Fair value in INR</b>
ESOS2020	Tuesday, September 29, 2020	758.00
ESOS2019	Saturday, August 24, 2019	448.83
ESOS2018	Saturday, September 1, 2018	632.88
ESOS2017	Saturday, August 12, 2017	653.35
ESOS2016	Monday, September 12, 2016	577.04

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ crores, unless otherwise stated)

## 34 Financial instruments - Fair values and risk management

### A. Classification of financial assets and liabilities

31 March 2021 31 March 2020	Note	Carrying amount			Total carrying amount
		FVTPL	FVOCI	Amortised cost	
<b>Financial assets</b>					
<b>Investments (other than in subsidiary and associate)</b>	<b>7B</b>	<b>103.47</b>	-	-	<b>103.47</b>
		<i>69.03</i>	-	-	<i>69.03</i>
<b>Loans</b>	<b>8A,8B</b>	-	-	<b>9.58</b>	<b>9.58</b>
		-	-	<i>18.52</i>	<i>18.52</i>
<b>Trade receivables</b>	<b>14</b>	-	-	<b>44.29</b>	<b>44.29</b>
		-	-	<i>15.19</i>	<i>15.19</i>
<b>Cash and cash equivalents</b>	<b>15</b>	-	-	<b>5.05</b>	<b>5.05</b>
		-	-	<i>4.88</i>	<i>4.88</i>
<b>Other bank balances</b>	<b>15</b>	-	-	<b>2.62</b>	<b>2.62</b>
		-	-	<i>2.42</i>	<i>2.42</i>
		-	-	<i>4.69</i>	<i>4.69</i>
<b>Others</b>	<b>9,16</b>	-	-	<b>5.51</b>	<b>5.51</b>
		-	-	<i>3.54</i>	<i>3.54</i>
		<b>103.47</b>	-	<b>67.04</b>	<b>170.51</b>
		<i>69.03</i>	-	<i>44.55</i>	<i>113.58</i>
<b>Financial liabilities</b>					
<b>Other financial liabilities</b>	<b>20B</b>	-	-	<b>22.12</b>	<b>22.12</b>
		-	-	<i>19.73</i>	<i>19.73</i>
<b>Trade payables</b>	<b>22</b>	-	-	<b>21.01</b>	<b>21.01</b>
		-	-	<i>19.17</i>	<i>19.17</i>
		-	-	<b>43.13</b>	<b>43.13</b>
		-	-	<i>48.10</i>	<i>48.10</i>

Figures in italic pertains to previous year.

### B. Measurement of fair values

The Management assessed that cash and bank balances, trade receivables, trade payables and other financial assets and liabilities approximate their carrying amounts largely due to short-term maturities of these instruments.

"The fair value of investment in mutual funds is included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair value of the quoted investments/units of mutual fund scheme are based on net asset value at the reporting date as published by the mutual fund."

The following table provides the fair value measurement hierarchy of the Company's financial instruments which are measured at fair value:

	31 March 2021			31 March 2020		
	Total	Quoted prices in active markets (Level 1)	Level 3	Total	Quoted prices in active markets (Level 1)	Level 3
Security Deposits	2.08	-	2.08	1.25	-	1.25
Investment in Mutual funds (Refer Note 7B)	103.47	103.47	-	69.03	69.03	-

Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

	31 March 2021	31 March 2020
Opening balance	1.25	1.33
Additions during the period	1.31	0.24
Deletions during the period	(0.43)	(0.34)
Fair value movement	(0.05)	(0.02)
<b>Closing balance</b>	<b>2.08</b>	<b>1.25</b>

One percentage change in the unobservable inputs used in the fair valuation of level 3 assets does not have a significant impact in the fair value of the financial instrument.

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended 31 March 2020.

Description of significant unobservable inputs to valuation:

Name of financial asset	Security deposit
Valuation technique	Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow to the Group arising from the investments in financial assets.
Significant unobservable inputs	Discount rate

### C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk (see © (I));
- liquidity risk (see © (ii));
- market risk (see © (iii)).

#### i. Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.



### i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans.

The Company has no significant concentration of credit risk with any counterparty.

Trade receivables and loans

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment terms and conditions are offered. Sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from the management.

#### Security deposits

These represents security deposits given towards laboratories taken on lease under contractual arrangement EMD deposit for participation in tender."

The Company limits its exposure to credit risk from trade receivables by establishing a credit limit that is linked to either category of the customer or the security deposits paid by the customer to avail the services.

In monitoring customer credit risk, customers are compared according to their credit characteristics, including whether they are individuals or legal entities, their geographic locations, industry, trading history with the Company and existence of previous financial difficulties, if any.

#### Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

The Company's exposure to credit risk for trade receivables by type of counter party was as follows -

	Carrying amount	
	31 March 2021	31 March 2020
<b>Trade receivables (net of provisions for doubtful debts)</b>		
Service providers and projects	41.62	11.59
Others	2.67	3.60
	<b>44.29</b>	<b>15.19</b>

The Company's exposure to credit risk for trade receivables by geographic region was as follows -

	Carrying amount	
	31 March 2021	31 March 2020
<b>Trade receivables (net of provisions for doubtful debts)</b>		
India	41.46	11.87
Other regions	2.83	3.32
	<b>44.29</b>	<b>15.19</b>

Expected credit loss (ECL) assessment for individual customers as at 31 March 2021 and 31 March 2020

As per simplified approach the Company makes provision of expected credit losses on trade receivable using a provision matrix to mitigate the risk of default payment and make appropriate provision at each reporting date.

At 31 March 2021, the ageing of trade receivables that were not impaired was as follows.

In crore of INR	Total		Related parties		Others	
	31 March	31 March	31 March	31 March	31 March	31 March
	2021	2020	2021	2020	2021	2020
1-30 days past due	14.08	4.77	1.67	0.45	12.40	4.32
31-60 days past due	6.36	3.30	-	0.59	6.36	2.71
61-90 days past due	3.97	2.07	-	0.38	3.97	1.69
91-180 days past due	15.74	3.56	0.99	1.41	14.75	2.15
More than 180 days past due	4.14	1.50	-	0.77	4.14	0.73
	<b>44.29</b>	<b>15.19</b>	<b>2.67</b>	<b>3.60</b>	<b>41.62</b>	<b>11.59</b>

Management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

The Company has an exposure of INR 6.36 crore as 31 March 2021 (31 March 2020 : INR 16.15 crore) for loan given to subsidiary. Such loan is classified as financial asset measured at amortised cost.

The Company did not have any amounts that were past due but not impaired at 31 March 2021. The Company has no collateral in respect of this loan.

Credit risk on cash and cash equivalents, deposits with banks is generally low as the said deposits have been made with the banks who have been assigned high credit rating by international and/or domestic credit rating agencies.

Investments of surplus funds are made only with approved financial institutions. Investments primarily include investments in subsidiaries, mutual funds and preference shares. These mutual funds, preference shares and counterparties have low credit risk.

#### Movement in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables is as follows :

	31 March 2021	31 March 2020
Balance at 1 April	2.56	0.77
Amounts written off against provision	(0.34)	(0.10)
Net remeasurement of loss allowance	0.43	1.89
<b>Balance at 31 March</b>	<b>2.66</b>	<b>2.56</b>

#### ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflow on financial liabilities over the next twelve months. The Company also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

#### Exposure to liquidity risk

The following are remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

	Carrying amount as on 31 March 2021 31 March 2020	Total	upto 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
<b>Trade payables</b>	<b>21.01</b>	<b>21.01</b>	<b>21.01</b>	-
	<i>19.17</i>	<i>19.17</i>	<i>19.17</i>	-
<b>Lease Liabilities</b>	<b>9.63</b>	<b>9.63</b>	<b>3.43</b>	<b>6.20</b>
	<i>9.20</i>	<i>9.20</i>	<i>3.67</i>	<i>5.53</i>
<b>Other Financial liabilities</b>	<b>22.12</b>	<b>22.12</b>	<b>22.12</b>	-
	<i>19.73</i>	<i>19.73</i>	<i>19.73</i>	-

Figures in italics pertains to previous year.

#### iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

#### Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency of Company. The functional currency for large number of transactions of the Company is INR and majority of the customers the Company dealt with operate from India only. The Company receives more than 98% of its revenue from the domestic operations only.

**Exposure to currency risk**

The summary quantitative data about the Company's exposure to currency risk as reported to the management is as follows.

	INR	USD
<b>Trade receivables *</b>	<b>2.96</b>	<b>0.04</b>
	5.79	0.08
<b>Trade payables</b>	<b>0.71</b>	<b>0.01</b>
	0.93	0.01
<b>Net exposure in respect of recognized assets and liabilities</b>	<b>2.25</b>	<b>0.03</b>
	4.87	0.07

\* Trade receivables are gross of provision for doubtful debts

Figures in italics pertains to previous year.

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the INR or US dollar at 31 March would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit or loss	
	Strengthening	Weakening
<b>31 March 2021</b>		
INR (10% movement)	0.22	-0.22
31 March 2020		
<b>INR (10% movement)</b>	0.49	-0.49

**35 Contingent liabilities and commitments (to the extent not provided for)**

	31 March 2021	31 March 2020
<b>Contingent liabilities</b>		
Claims against the Company not acknowledged as debts		
a. Income tax demands - TDS matter	49.22	49.22
b. Property tax demand	-	3.83
c. Other income tax assessments	0.33	-
d. Employees provident fund matter	0.52	0.52

"Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/ decisions pending with various forums/ authorities.

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position."

	31 March 2021	31 March 2020
<b>Commitments</b>		
Commitments relating to long term arrangement with vendors (see note (i))	78.98	180.54

- i. The Company has entered into Reagent Rental Arrangements for periods ranging from 2 years to 6 years with some of its major reagent suppliers. As per the terms of the agreement, these reagent suppliers have placed the analysers / diagnostic equipments at no cost in the processing laboratory. The analysers / diagnostic equipments are programmed by the manufacturers to be used only against the reagent supplier's brand of reagent kits. The commitments as per these arrangements are either purchase commitments or rate commitments based on the workloads. The value of purchase commitments for the remaining number of years are INR 78.98 crore (31 March 2020 : INR 180.54 crore) of which annual commitment for next year is INR 36.78 crore (31 March 2020 : INR 101.57 crore) as per the terms of these arrangements.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ crores, unless otherwise stated)

## 36 Related parties

### A. Details of related parties:

Description of relationship	Names of related parties
Subsidiary	Nuclear Healthcare Limited
Associates	Equinox Labs Private Limited
	"Thyrocare International Holding Company Limited, Mauritius (liquidated during the year ended 31 March 2020)"
Enterprise over which directors and their relatives exercise control or influence, where transactions have taken place during the year	"Thyrocare Gulf Laboratories WLL Sumathi Infra Project LLP Sumathi Healthcare Private Limited (Previously known as Sumathi Construction Private Limited)" Mahima Advertising LLP Thyrocare Properties & Infrastructure Private Limited Thyrocare Publications LLP Pavilion Commercial Private Limited
Key Management Personnel (KMP)	Dr A Velumani, Managing Director A Sundararaju, Director Amruta Velumani, Director
Relatives of KMP	Dr A Velumani HUF (HUF in which Dr A Velumani is Karta) Anand Velumani (son of Dr A Velumani) A Sundararaju HUF (HUF in which A Sundararaju is Karta) S Susila (sister of Dr A Velumani)

### B. Transactions with key management personnel

#### i. Key management personnel compensation

	Transactions during the year		Balance outstanding	
	Year ended 31 March 2021	Year ended 31 March 2020	31 March 2021	31 March 2020
Dr A Velumani	0.00*	0.00*	0.00	0.00
A Sundararaju	0.55	0.55	-	0.00
	0.55	0.55	0.00	0.00

\* Amount less than ₹ 0.01 crore

As the liabilities for defined benefit plans are provided on actuarial basis for the Company as a whole, the amount pertaining to key managerial personnel are not separately determined and hence not included in the above amounts.

#### ii. Transactions with key management personnel including directors

	Transactions during the year		Balance outstanding	
	Year ended 31 March 2021	Year ended 31 March 2020	31 March 2021	31 March 2020
<b>Dividend paid</b>				
Dr A Velumani	14.82	37.02	-	-
A Sundararaju	0.25	0.62	-	-
Amruta Velumani	0.75	1.88	-	-

**C. Related party transaction other than those with key management personnel**

	Transactions during the year		Balance outstanding	
	Year ended 31 March 2021	Year ended 31 March 2020	31 March 2021	31 March 2020
<b>Material sale</b>				
Sumathi Healthcare Private Limited (previously known as Sumati Construction Private Limited)	0.02	-	-	-
<b>Rent received / receivable</b>				
Nueclear Healthcare Limited	0.39	0.73	-	-
<b>Outlab processing charges paid / payable</b>				
Equinox Labs Private Limited	0.00*	0.02	0.03	0.03
<b>Payment of lease liabilities</b>				
Nueclear Healthcare Limited	0.45	0.54	-	0.52
Sumathi Healthcare Private Limited (previously known as Sumati Construction Private Limited)	0.41	0.64	-	0.35
<b>Lease payments received from sub-leases</b>				
Nueclear Healthcare Limited	0.17	0.21	-	0.71
<b>Revenue from operations</b>				
Thyrocare Gulf Laboratories WLL	0.83	3.96	1.01	2.53
Nueclear Healthcare Limited	-	0.89	-	0.25
<b>Receipt on liquidation of investment</b>				
Thyrocare International Holding Company Ltd, Mauritius	-	0.03	-	-
<b>Loss on liquidation of investment (for which provision made in earlier years)</b>				
Thyrocare International Holding Company Ltd, Mauritius	-	1.59	-	-
<b>Provision for doubtful trade receivables</b>				
Thyrocare Gulf Laboratories WLL	-	1.62	2.27	2.27
<b>Loans to subsidiary</b>				
Nueclear Healthcare Limited	1.72	-	6.35	16.15
<b>Loans repaid by subsidiary</b>				
Nueclear Healthcare Limited	12.72	25	-	-
<b>Interest income</b>				
Nueclear Healthcare Limited	1.30	2.39	-	-
<b>Reimbursement of expenses paid</b>				
Nueclear Healthcare Limited	0.31	0.18	-	-
Thyrocare Gulf Laboratories WLL	0.01	0.36	-	-
Sumathi Healthcare Private Limited (previously known as Sumati Construction Private Limited)	0.34	0.43	-	-
<b>Reimbursement of expenses received / receivable</b>				
Nueclear Healthcare Limited	0.69	0.99	0.05	-
<b>Technical assistance fees income</b>				
Thyrocare Gulf Laboratories WLL	2.17	1.06	2.60	3.09
<b>Purchase of property, plant and equipment, additions to capital work-in-progress</b>				
Nueclear Healthcare Limited	-	0.92	-	0.92
<b>Advance for Purchase of property</b>				
Nueclear Healthcare Limited	10	-	10	-
<b>Sale of property, plant and equipment, additions to capital work-in-progress</b>				
Thyrocare Gulf Laboratories WLL	0.18	-	-	-

	Transactions during the year		Balance outstanding	
	Year ended	Year ended	31 March 2021	31 March 2020
	31 March 2021	31 March 2020		
<b>Dividend paid</b>				
Anand Velumani	0.63	1.58	-	-
Dr A Velumani HUF	1.49	3.55	-	-
A Sundararaju HUF	2.42	6.04	-	-
Sumathi Infra Project LLP	1.58	3.94	-	-
Mahima Advertising LLP	1.56	3.15	-	-
Thyrocare Properties & Infrastructure Private Limited	5.22	13.04	-	-
Thyrocare Publications LLP	6.53	16.34	-	-
Pavilion Commercial Private Limited	0.01	0.03	-	-
<b>Investment in equity instruments (At historical cost)</b>				
Equinox Labs Private Limited	-	-	20.00	20.00
Nueclear Healthcare Limited	-	-	194.67	194.67
<b>Provision for impairment of investment in subsidiary company</b>				
Nueclear Healthcare Limited	-	(44.33)	(44.33)	(44.33)
<b>Security deposit taken</b>				
Nueclear Healthcare Limited	-	-	1.15	1.15
<b>Security deposit given</b>				
Nueclear Healthcare Limited	0.12	-	0.16	0.04

**Notes :**

- i. The key management personnel, or their related parties, hold position in other entities that result in them having control or significant influence over these entities. These entities transacted with the Company during the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were at arm's length and in the normal course of the business.
- ii. Thyrocare International Holding Company was in the process of liquidation and the process of liquidation has been completed during the current year.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ crores, unless otherwise stated)

## 37 Additional information to the financial statements

### a. Due to Micro and Small Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro and Small enterprises. On the basis of the information and records available with the Management, the outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 are set out in following disclosure. This has been relied upon by the auditors.

	31 March 2021	31 March 2020
(I) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	0.53	0.70
(ii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

b. In accordance with Indian Accounting Standard 108 'Operating Segment', segment information has been given in the consolidated financial statements of the Company which are presented in the same annual report.

c. The Group's international transactions and domestic transactions with related parties are at arm's length as per the independent accountants report for the year ended 31 March 2020. Management believes that the Group's international transactions and domestic transactions with related parties post 31 March 2021 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

### d. Disclosure as per Regulation 53 (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties :

Name of party	Relationship	Amount outstanding as at		Maximum balance outstanding during the year	
		31 March 2021	31 March 2020	31 March 2021	31 March 2020
Nuclear Healthcare Limited	Wholly owned subsidiary company	6.35	16.15	16.15	39.00

The above loan was given to the subsidiary for its business activities at an interest rate at 9% p.a. (31 March 2020 : 9% p.a.).

### Disclosure as per Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows :

(i) Details of investments made are given in Note 6 and Note 7.

(ii) Details of the loans given by the Company is given in Note 8A.

(iii) There are no guarantees issued by the Company in accordance with section 186 of the Companies Act, 2013 read with rules issued thereunder.

**e. Disclosure as per the Advisory issued by the Securities and Exchange Board of India of material impact of COVID-19 pandemic on listed entities under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'LODR Regulations'/'LODR')**

**"Impact on business**

The novel coronavirus [COVID-19] pandemic continues to spread around the globe rapidly. The virus has taken its toll on not just human life, but business and financial markets too, the extent of which is currently indeterminate.

In view of the lockdown across the country due to the outbreak of COVID pandemic during the previous year, operations of the Company (collection centers, imaging centers, centralized processing laboratory, regional processing laboratories and offices, etc.) were scaled down or shut down from second half of March 2020. Although some of the states have initiated measures to lift the lockdown either partially or fully in the later part of the financial year, the duration of this lockdown was uncertain in almost all the states. Due to surge of COVID-19 cases in India, in the month of March 2021, the country might face partial/full lockdown.

The Company has resumed its full operations in the second quarter of financial year and as compared to the previous year is better equipped to manage the operations effectively in the event of a lockdown.

The Company is also authorized by ICMR to perform COVID-19 tests using RT-PCR technology.

The Company continues to closely monitor the situation and will take appropriate action as necessary to scale up operations in compliance with the applicable regulations. As per the Company's current assessment, there is no significant impact estimated in respect of the carrying amounts of assets of the Company including inventories, intangible assets, trade receivables, investments and other financial assets, and the Company continues to closely monitor changes in future economic conditions. In view of the estimation uncertainty arising from the unprecedented nature of the COVID-19 pandemic, the eventual outcome of the impact of the pandemic may be different from that estimated as on the date of approval of these financial results."

**"Estimation uncertainty arising from COVID**

The Company continue to closely monitor the situation and take appropriate action, as necessary to scale up operations, in due compliance with the applicable regulations. As per the Company's current assessment, there is no significant impact estimated in respect of the carrying amounts of assets of the Company including inventories, intangible assets, trade receivables, investments and other financial assets, and the Company continues to closely monitor changes in future economic conditions. In view of the estimation uncertainty arising from the unprecedented nature of the COVID-19 pandemic, the eventual outcome of the impact of the pandemic may be different from that estimated as on the date of approval of these financial results."

**"Steps taken for smooth functioning of operations**

The business of the Company largely depends on the test requisitioned by the medical practitioners, hospitals, clinics and dispensaries. The tests requisitioned are processed at the centralised processing laboratory or at regional processing laboratory. The Company has adequate resources to ensure that the samples are routed to the centralised processing laboratory or at regional processing laboratory. Meanwhile, the Company, being engaged into healthcare, has already taken all adequate measures to ensure safety of its employees, executives, senior employees, directors, vendors and customers, to ensure smooth and safe functioning of operations."

**f. "Other disclosures**

The Company has conserved sufficient liquid resources to ensure the operations of the Company are conducted smoothly.

The company has no debt obligations as on date and there are no any impact foreseen on the assets of the Company, other than already disclosed in this financial statement or this disclosure.

The Company has inculcated prudent financial discipline among the management team to ensure maintenance and improvising the financial stability and strength of the Company through enhanced internal financial reporting and better control."

**g. "Capital Management**

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company, the primary objective when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value.

The capital structure of the Company consists of equity attributable to the owners of the Company, comprising issued capital, reserves and accumulated profits as presented in the statement of changes in equity.



Consequent to such capital structure, there are no external imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or reinvestment into business based on its long term financial plans."

- h. The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

As per our report of even date attached  
For **For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

**Amar Sunder**  
Partner  
Membership No: 078305

Mumbai  
8 May 2021

**Ramjee D**  
Company Secretary  
Membership No - F2966

**For and on behalf of the Board of Directors of  
Thyrocare Technologies Limited**  
CIN - L85110MH2000PLC123882

**A Sundararaju**  
Director and Chief Financial Officer  
DIN - 00003260

**Dr. A Velumani**  
Managing Director  
DIN - 00002804

Mumbai  
8 May 2021

# Independent Auditors' Report

## To the Members of Thyrocare Technologies Limited

### Report on the Audit of Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of Thyrocare Technologies Limited (hereinafter referred to as the 'Holding Company') and its subsidiary including Trust, (Holding Company and its subsidiary including Trust together referred to as "the Group"), and its associate, which comprise the consolidated balance sheet as at 31 March 2021, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate financial statements of such associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31 March 2021, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Description of Key Audit Matter

The key audit matter	How the matter was addressed in our audit
Impairment testing of goodwill Refer note 2D, 3E and 4D of consolidated financial statement	
The consolidated balance sheet of the Group includes goodwill that has arisen as a result of a past acquisition of a subsidiary company in the Group, Nueclear Healthcare Limited ('NHL').	In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:
Group is required to test goodwill for impairment annually, or more frequently when there is an indication, the cash generating unit to which goodwill has been allocated may be impaired.	<ul style="list-style-type: none"> <li>Assessed Group's evaluation of identification of cash generating units and allocation of goodwill to the respective CGUs;</li> </ul>

The key audit matter	How the matter was addressed in our audit
<p>The process of annual impairment testing of goodwill involves estimating the recoverable value of the cash generating unit (CGU) using Discounted Cash flow model (DCF) and comparing it with the carrying value of the CGU. The valuation process is complex and involves significant judgment in considering various forward-looking assumptions and estimates. There is inherent uncertainty involved in forecasting and discounting future cashflows, including the possible effects of COVID-19 pandemic, which are the basis of the assessment of recoverability.</p> <p>Considering the complexities, the magnitude of potential impact and the judgement involved, we have identified impairment testing of goodwill as a key audit matter.</p>	<ul style="list-style-type: none"> <li>• Obtained the Group's assessment of the recoverable value of the CGU basis the valuation prepared by Group and assumptions used to determine the recoverable value;</li> <li>• Tested the arithmetical accuracy of the cash flow projections and impairment assessment made by the Group;</li> <li>• Involved valuation specialist to test the appropriateness of the valuation model and the critical judgements made by the Group;</li> <li>• Assessed and challenged the Group's assumptions used in impairment analysis, such as projected EBITDA and revenue growth rate, terminal growth rate and discount rate, including considering impact of Covid-19 by: <ul style="list-style-type: none"> <li>• comparing the same to externally derived data and industry comparators, where available;</li> <li>• performing sensitivity analysis around the key assumptions including forecasted revenue, costs, discount rates, etc., to ascertain the extent to which adverse changes, both individually or in aggregate, could impact the analysis;</li> <li>• Assessing the accuracy of prior period forecasts of the CGU with the actual financial performance;</li> </ul> <p>This was based on our knowledge of the Group and the markets in which the CGU operates.;</p> </li> <li>• Evaluated impairment assessment of goodwill performed by the Group;</li> <li>• Assessed the adequacy of disclosures in the consolidated financial statements.</li> </ul>
Recognition of revenue from sale of testing services.	
<p>One of the streams of revenue Group earns is from sale of testing services. Revenue from sale of testing services is recognized at a point in time once the testing samples are processed for requisitioned diagnostic tests. We have identified recognition of revenue from sale of testing services as a key audit matter because revenue is a key performance indicator. In addition, there is a risk that revenue could be recognized at a time which is different from transfer of control due to pressure to achieve performance targets and meeting external expectations at the year end.</p>	<p>In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the systems, processes and controls implemented by the Company and evaluated the design and implementation of internal controls for measuring and recording revenue;</li> <li>• Tested the design, implementation and operating effectiveness of the Company's key general Information Technology (IT) controls, key IT applications/ manual controls including testing of controls relating to timing of revenue recognition, by involving IT specialists. This includes access controls, program change controls, program development controls and IT operation controls;</li> <li>• For selected samples of transactions (using statistical sampling), we inspected when the testing samples are processed for requisitioned diagnostic tests and matched it with the timing of recognition of revenue;</li> <li>• Tested the reconciliation of revenue recorded as per the billing system to the revenue recorded as per the accounting system;</li> <li>• Performed substantive testing by selecting samples (using statistical sampling) of revenue transactions recorded during the year (and before and after the financial year end) and traced to the underlying documentation;</li> <li>• Assessed manual journals posted to revenue to identify unusual items;</li> </ul>

	<ul style="list-style-type: none"> <li>Assessed the adequacy of disclosures in respect of revenue in the consolidated financial statements.</li> </ul>
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## Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditor, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate, are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate, is responsible for overseeing the financial reporting process of each company.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one

resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

- (a) The financial information of a Trust (Thyrocare ESOP Trust) whose financial information reflect total assets of Rs. 0.00 crore\* as at 31 March 2021, total revenues of Rs. NIL and net cash flows amounting to Rs. NIL for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net loss (and other comprehensive income) of Rs. 0.07 crores for the year ended 31 March 2021, as considered in the consolidated financial statements, in respect of its associate, whose financial statements have not been audited by us or by other auditors. These financial information/financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this Trust and its associate, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid Trust and associate, is based solely on such financial information/financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

\* less than Rs. 1 lakh

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

(A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor on separate financial statements of such associate as were audited by other auditor, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company and its subsidiary company as on 31 March 2021 taken on record by the Board of Directors of the Holding Company and subsidiary and the report of the statutory auditor of its associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary and associate incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the associate, as noted in the 'Other Matters' paragraph:

- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group and its associate. Refer Note 37 to the consolidated financial statements.
- ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2021.
- iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary company or associate incorporated in India during the year ended 31 March 2021.
- iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2021.

(c) With respect to the matter to be included in the Audit Report under Section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such associate company incorporated in India which not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary company and associate company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary company and associate company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No. 101248W/W-100022

Amar Sunder

Partner

Membership No. 078305

ICAI UDIN: 21078305AAAAAX8360

Mumbai

8 May 2021

## Annexure A to the Independent Auditors' report on the consolidated financial statements of Thyrocare Technologies Limited for the year ended 31 March 2021

### Report on the internal financial controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Opinion

In conjunction with our audit of the consolidated financial statements of Thyrocare Technologies Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2021 we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiaries and its associate, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies and its associate company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note").

#### Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the relevant associate company in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

#### Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to one associate company, which is company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No. 101248W/W-100022

Amar Sunder

Partner

Membership No. 078305

ICAI UDIN: 21078305AAAAAX8360

Mumbai

8 May 2021



# Consolidated Balance Sheet

as at 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

	Note	31 March 2021	31 March 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	129.31	142.96
Capital work-in progress	4	8.28	4.93
Goodwill on consolidation	4D	100.28	100.28
Other intangible assets	5A	0.97	1.16
Right-of-use lease assets	5B	22.49	24.69
Equity accounted investees	6	21.10	21.17
Financial assets			
Loans	8	2.89	4.26
Other financial assets	9	3.08	2.82
Deferred tax assets (net)	10	5.63	2.03
Non-current tax assets	11	10.40	9.43
Other non-current assets	12	3.23	4.90
<b>Total non-current assets</b>		<b>307.66</b>	<b>318.63</b>
<b>Current assets</b>			
Inventories	13	23.36	20.62
Financial assets			
Investments	7	104.49	69.03
Trade receivables	14	44.68	16.30
Cash and cash equivalents	15	13.20	8.71
Other bank balances	15	2.53	2.36
Loans	8	0.60	0.66
Other financial assets	16	6.07	0.04
Other current assets	17	2.84	3.13
Assets held for sale	4	40.36	31.14
<b>Total current assets</b>		<b>238.13</b>	<b>151.99</b>
<b>Total assets</b>		<b>545.80</b>	<b>470.63</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	18	52.87	52.84
Other equity	19	374.40	313.81
<b>Equity attributable to owners of the Company</b>		<b>427.28</b>	<b>366.65</b>
<b>Non-controlling interests</b>		<b>-</b>	<b>-</b>
<b>Total equity</b>		<b>427.28</b>	<b>366.65</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	20	-	2.50
Lease liabilities	21A	5.45	5.69
Provisions	22A	13.58	8.16
Deferred tax liabilities (net)	10	4.39	6.19
<b>Total non-current liabilities</b>		<b>23.42</b>	<b>22.54</b>
<b>Current liabilities</b>			
Financial liabilities			
Trade payables	23		
- total outstanding dues of micro enterprises and small enterprises		0.53	0.70
- total outstanding dues of creditors other than micro enterprises and small enterprises		24.48	21.16
Lease liabilities	21A	3.04	4.25
Other financial liabilities	21B	23.43	22.18
Current tax liabilities (net)	24	2.57	0.75
Provisions	22B	3.39	1.01
Other current liabilities	25	37.66	31.64
<b>Total current liabilities</b>		<b>95.10</b>	<b>81.69</b>
<b>Total equity and liabilities</b>		<b>545.80</b>	<b>470.88</b>
Significant accounting policies	2-3		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of  
**Thyrocare Technologies Limited**

CIN - L85110MH2000PLC123882

**Amar Sunder**

Partner

Membership No: 078305

**Ramjee D**

Company Secretary

Membership No - F2966

**A Sundararaju**

Director and Chief Financial Officer

DIN - 00003260

**Dr. A Velumani**

Managing Director

DIN - 00002804

Mumbai

8 May 2021

Mumbai

8 May 2021

# Consolidated Statement of Profit and Loss

for the year ended 31 March 2021

	Note	Year ended 31 March 2021	Year ended 31 March 2020
Revenue from operations	26	494.62	434.26
Other income	27	12.43	6.67
<b>Total income</b>		<b>507.05</b>	440.93
<b>Expenses</b>			
Cost of materials consumed	28a.	162.53	114.92
Purchases of stock-in-trade	28b.	1.09	2.25
Changes in inventories of stock-in-trade	28c.	0.28	-0.08
Employee benefits expense	29	58.07	48.92
Finance cost		0.87	1.85
Depreciation and amortisation expense	4,5	30.28	31.91
Other expenses	30	101.39	94.68
<b>Total expenses</b>		<b>354.51</b>	294.45
<b>Profit before exceptional items, share of profit of associate and income tax</b>		<b>152.54</b>	146.48
Share of (loss)/ profit of associate	6	-0.07	0.51
<b>Profit before exceptional items and tax</b>		<b>152.47</b>	146.99
Exceptional items	39e.		
Impairment of Goodwill		0.00	-6.58
<b>Profit before tax</b>		<b>152.47</b>	140.41
<b>Tax expense:</b>	31		
Current tax		44.25	42.75
Deferred tax		-4.93	9.26
<b>Total Tax Expense</b>		<b>39.32</b>	52.01
<b>Profit for the year</b>		<b>113.15</b>	<b>88.40</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability/(asset)		-1.87	0.16
Income tax relating to items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability/(asset)	10,31	0.48	-0.04
<b>Other comprehensive income for the year, net of income tax</b>		<b>-1.39</b>	0.12
<b>Total comprehensive income for the year</b>		<b>111.76</b>	88.52
<b>Earnings per share [Nominal value of Rs. 10 each]:</b>			
(a) Basic (INR)	32(i)	<b>21.41</b>	<b>16.74</b>
(b) Diluted (INR)	32(ii)	<b>21.37</b>	<b>16.71</b>
Significant accounting policies	2-3		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

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

For and on behalf of the Board of Directors of  
**Thyrocare Technologies Limited**  
CIN - L85110MH2000PLC123882

**Amar Sunder**  
Partner  
Membership No: 078305

**Ramjee D**  
Company Secretary  
Membership No - F2966

**A Sundararaju**  
Director and Chief Financial Officer  
DIN - 00003260

**Dr. A Velumani**  
Managing Director  
DIN - 00002804

Mumbai  
8 May 2021

Mumbai  
8 May 2021

# Consolidated Statement of Cash Flows

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

Note	Year ended 31 March 2021	Year ended 31 March 2020
<b>A. Cash flows from operating activities</b>		
Net profit before exceptional items, share of profit of associate and income tax	152.53	146.49
Adjustments for:		
Depreciation and amortisation	30.28	31.91
Net (gain) on investments	(3.68)	(4.78)
Net (gain) on liquidation of associate - Thyrocare International Holding Company Limited	-	(0.03)
(Profit) / Loss on sale of property, plant and equipment	(4.20)	(0.01)
Allowance for credit impaired	0.43	1.89
Share issue expenses	0.02	-
Finance cost	0.87	1.85
Employee stock compensation expense	1.68	2.00
Interest income	(0.79)	(0.70)
	24.61	32.13
Operating profit before working capital changes	177.14	178.62
Adjustments for:		
(Increase) in Inventories	(2.74)	(2.54)
(Increase) in Trade receivables	(28.56)	(6.29)
Decrease/ (Increase) in Loans and advances	1.54	(0.71)
(Increase) in Other assets	(4.13)	(0.71)
Increase in Trade payables	3.15	14.35
Increase in Other liabilities	7.17	27.47
Increase in Provisions	5.93	1.95
	(17.64)	33.52
Cash generated from operations	159.50	212.14
Taxes paid (net of refunds)	(43.21)	(44.51)
<b>Net cash flows from operating activities (A)</b>	<b>116.29</b>	<b>167.63</b>
<b>B. Cash flows from investing activities</b>		
Purchase of property, plant and equipment, additions to capital work in progress and capital advances	(28.25)	(9.90)
Proceeds from sale of property, plant and equipment	5.31	0.02
Proceeds from sale of business undertaking	4.25	-
Proceeds from liquidation of associate - Thyrocare International Holding Company Limited	-	0.03
Purchase of current investments	(136.00)	(132.84)
Proceeds from sale of current investments	104.21	142.90
Dividend received	-	0.34
Investment in term deposits	(0.11)	-
Interest received	0.36	0.40
<b>Net cash (used) in/ from investing activities (B)</b>	<b>(50.23)</b>	<b>0.95</b>

# Consolidated Statement of Cash Flows

for the year ended 31 March 2021

Currency: In crore of INR

	Note	Year ended 31 March 2021	Year ended 31 March 2020
<b>C. Cash flows from financing activities</b>			
Proceeds from issue of equity shares		0.03	0.04
Share issue expenses		(0.02)	-
Unsecured loan taken from related party		(2.50)	-
Payment towards principal portion of lease liabilities		(5.55)	(4.39)
Payment towards interest portion of lease liabilities		(0.55)	(1.26)
Dividend paid on equity shares		(52.84)	(131.96)
Tax paid on dividend		-	(27.04)
Interest paid		(0.14)	(0.17)
<b>Net cash used in financing activities (C)</b>		<b>(61.57)</b>	<b>(164.78)</b>
<b>Net Increase in Cash and cash equivalents (A+B+C)</b>		<b>4.49</b>	<b>3.80</b>
Cash and cash equivalents at the beginning of the year		8.71	4.91
<b>Cash and cash equivalents at the end of the year</b>		<b>13.20</b>	<b>8.71</b>

## Notes to cash flow statement

- The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard 7, "Statement of cash flows".
- Reconciliation of cash and cash equivalents with the balance sheet:

Particulars	31 March 2021	31 March 2020
Cash and cash equivalents (refer note 15)	13.20	8.71
<b>Balance as per statement of cash flows</b>	<b>13.20</b>	<b>8.71</b>

- Reconciliation of the movements of liabilities to cash flows arising from financing activities :

Particulars	Lease liabilities	Total
<b>Balance at 1 April 2020</b>	-	2.50
Balances recognised during the year on transition to Ind AS 116	13.38	13.38
<b>Changes from financing cash flows</b>		
Repayment of lease liabilities - principal portion	(4.39)	(4.39)
Payment of interest on lease liabilities	(1.26)	(1.26)
Repayment of borrowings	-	-
Payment of interest on borrowings	-	(0.20)
<b>Total changes from financing cash flows</b>	<b>(5.65)</b>	<b>(5.84)</b>
<b>Other changes</b>		
Additional lease liabilities recognised during the year	0.95	0.95
Interest expense	1.26	1.46
<b>Balance at 31 March 2021</b>	<b>9.94</b>	<b>12.44</b>

# Consolidated Statement of Cash Flows

for the year ended 31 March 2021

3 Reconciliation of the movements of liabilities to cash flows arising from financing activities :

Particulars	Lease liabilities	Total
<b>Balance at 1 April 2020</b>	9.94	12.44
<b>Changes from financing cash flows</b>		
Repayment of lease liabilities- principal portion	(5.55)	(5.55)
Payment of interest on lease liabilities	(0.55)	(0.55)
Repayment of borrowings	-	(2.50)
Payment of interest on borrowings	-	(0.14)
<b>Total changes from financing cash flows</b>	<b>(6.10)</b>	<b>(8.75)</b>
<b>Other changes</b>		
Additional lease liabilities recognised/(derecognised) during the year	4.09	4.09
Interest expense	0.55	0.69
<b>Balance at 31 March 2021</b>	<b>8.49</b>	<b>8.49</b>

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of

**Thyrocare Technologies Limited**

CIN - L85110MH2000PLC123882

**Amar Sunder**

Partner

Membership No: 078305

**Ramjee D**

Company Secretary

Membership No - F2966

**A Sundararaju**

Director and Chief Financial Officer

DIN - 00003260

**Dr. A Velumani**

Managing Director

DIN - 00002804

Mumbai

8 May 2021

Mumbai

8 May 2021

# Consolidated Statement of Changes in Equity

for the year ended 31 March 2021

## a. Equity share capital

(All amounts in Rs crores, unless otherwise stated)

	Note	Amount
Balance as at the 1 April 2019		52.80
Changes in equity share capital during 2019-20	18	0.04
<b>Balance as at the 31 March 2020</b>		<b>52.84</b>
Changes in equity share capital during 2020-21	18	0.03
<b>Balance as at the 31 March 2021</b>		<b>52.87</b>

## b. Other equity

	Note	Reserves and surplus					Retained earnings	Total
		Capital reserve	Securities premium	Share options outstanding	General reserve	Capital redemption reserve		
Balance as at 1 April 2019		31.71	65.08	3.89	9.17	0.96	271.52	<b>382.33</b>
<b>Total comprehensive income for the year ended 31 March 2020</b>								
Profit for the year		-	-	-	-	-	88.40	<b>88.40</b>
Remeasurement of defined benefit liability/(asset)		-	-	-	-	-	0.12	<b>0.12</b>
Total comprehensive income		-	-	-	-	-	88.52	<b>88.52</b>
<b>Transaction with owners recorded directly in equity</b>								
Contributions by and distributions to owners								
Exercise of employee stock options	19(b)	-	2.16	-	-	-	-	<b>2.16</b>
Employee stock option compensation expense for the year	19(c)	-	-	2.00	-	-	-	<b>2.00</b>
Final/Interim dividend on equity shares	19(f)	-	-	-	-	-	(132.00)	<b>(132.00)</b>
Dividend distribution tax	19(f)	-	-	-	-	-	(27.04)	<b>(27.04)</b>
Transfer to securities premium account on exercise of stock option	19(c)	-	-	(2.16)	-	-	-	<b>(2.16)</b>
Total contributions by and distributions to owners		-	2.16	(0.16)	-	-	(159.04)	<b>(157.04)</b>
<b>Balance as at the 31 March 2020</b>		<b>31.71</b>	<b>67.24</b>	<b>3.73</b>	<b>9.17</b>	<b>0.96</b>	<b>201.00</b>	<b>313.81</b>
Balance as at 1 April 2020		31.71	67.24	3.73	9.17	0.96	201.00	<b>313.81</b>
<b>Total comprehensive income for the year ended 31 March 2021</b>								
Profit for the year		-	-	-	-	-	113.15	<b>113.15</b>
Remeasurement of defined benefit liability/(asset)		-	-	-	-	-	(1.39)	<b>(1.39)</b>
Total comprehensive income		-	-	-	-	-	111.76	<b>111.76</b>
<b>Transaction with owners recorded directly in equity</b>								
Contributions by and distributions to owners								
Exercise of employee stock options	19(b)	-	2.47	-	-	-	-	<b>2.47</b>
Employee stock option compensation expense for the year	19(c)	-	-	1.68	-	-	-	<b>1.68</b>
Interim dividend on equity shares	19(f)	-	-	-	-	-	(52.84)	<b>(52.84)</b>
Transfer to securities premium account on exercise of stock option	19(c)	-	-	(2.47)	-	-	-	<b>(2.47)</b>
Total contributions by and distributions to owners		-	2.47	(0.80)	-	-	(52.84)	<b>(51.17)</b>
<b>Balance as at the 31 March 2021</b>		<b>31.71</b>	<b>69.71</b>	<b>2.94</b>	<b>9.17</b>	<b>0.96</b>	<b>259.92</b>	<b>374.41</b>
Significant accounting policies		2-3						
The accompanying notes form an integral part of the consolidated financial statements.								

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

 For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of

**Thyrocare Technologies Limited**

CIN - L85110MH2000PLC123882

**Amar Sunder**

Partner

Membership No: 078305

**Ramjee D**

Company Secretary

Membership No - F2966

**A Sundararaju**

Director and Chief Financial Officer

DIN - 00003260

**Dr. A Velumani**

Managing Director

DIN - 00002804

 Mumbai  
8 May 2021

 Mumbai  
8 May 2021

# Notes to the Consolidated Financial Statements

## 1. Reporting entity

Thyrocare Technologies Limited (the "Company") along with its subsidiaries Nueclear Healthcare Limited and Thyrocare Employees Stock Option Trust [collectively referred to as the "Group"], is one of India's leading healthcare services providers in diagnostic segment. The consolidated financial statements include financial statements of the Company, its Subsidiaries and its associate, Equinox Labs Private Limited. The Group has a centralised fully automated diagnostic testing laboratory, regional processing laboratories, a medical cyclotron facility and PET-CT facilities across the country. The Company has been incorporated under the provisions of the Companies Act in India and its equity shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company's subsidiaries and associate are also domiciled in India.

## 2. Basis of preparation

### A. Statement of compliance

These consolidated Ind AS financial statements (hereinafter

referred to as 'consolidated financial statements') have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements were authorized for issue by the Company's Board of Directors on 8 May 2021.

The details of the accounting policies are included in Note 3.

### B. Functional and presentation currency

These consolidated financial statements are prepared in India Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

### C. Basis of measurement

The consolidated financial statements are prepared on the historical cost basis except for the following items:

Items	Measurement basis
1 Investment	Fair value
2 Employee shared-based payments at grant date	Fair value
3 Net defined benefit (asset) / liability	Fair Value of plan assets less present value of defined benefit obligations

### D. Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

#### Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is included in the following notes:

Note 3E- Impairment testing for goodwill generated on consolidation

Note 3M – Revenue recognition at a point in time

Note 3N – Leases: whether an arrangement contains a lease and lease classification

#### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment

are included in the following notes:

Note 3E - Impairment testing for goodwill generated on consolidation

Note 3I - Impairment of financial and non-financial assets

Note 3J – Assets held for sale – to determine fair value less cost to sell

Note 4 and 5 - determining an asset's expected useful life and the expected residual value at the end of its life

Note 10 - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used

Note 34 – measurement of defined benefit obligations: key actuarial assumptions and

Note 37 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

### E. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company, in case of assets held for sale, makes use of

valuation certificates obtained from third party professionals for determining significant fair value measurement for cases covered under Level 3.

The group regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as statements of asset management companies managing the mutual fund schemes, is used to measure fair values, then the group assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues, if any, are reported to the company's audit committee.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities (includes mutual funds that have quoted price/ declared NAV).

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes :

- Note 35 – share-based payment arrangements; and
- Note 36 – financial instruments.

## **F. Principles of consolidation and equity accounting**

### **(i) Business combinations**

As part of its transition to Ind AS, the Group has elected to apply the relevant Ind AS, viz. Ind AS 103, Business Combinations, to only those business combinations that occurred on or after 1 April 2016.

In respect of business combinations, goodwill represents the amount recognised under the Group's previously accounting framework under Indian GAAP.

### **(ii) Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control

ceases. The acquisition method of accounting is used for business combination by the group.

The Group assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member in the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

### **Consolidation procedure :**

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group.

### **(iii) Non-controlling interests (NCI)**

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

### **(iv) Loss of control**

Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

### **(v) Equity accounted investees**

The Group's interests in equity accounted investees comprise interests in an associate.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associate is accounted for using the equity method. This is initially recognized at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity-accounted investees until the date on which significant influence ceases.



**(vi) Transactions eliminated on consolidation**

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**3. Significant accounting policies****A. Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) as defined in Ind AS-108 'Operating Segments' for allocating resources and assessing performance. The Group operates in three reportable business segment.

Refer note 33 in the financial statements for additional disclosures on segment reporting.

**B. Current/ non-current classification**

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

**Assets**

An asset is classified as current when it satisfies any of the following criteria :

- (i) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- (ii) it is expected to be realised within twelve months from the reporting date;
- (iii) it is held primarily for the purposes of being traded; or
- (iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria :

- (i) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- (ii) it is due to be settled within twelve months from the reporting date;
- (iii) it is held primarily for the purposes of being traded; or
- (iv) the group does not have an unconditional right to defer settlement of liability for at least twelve months from the reporting date.

All other liabilities are classified as non-current.

**Operating Cycle**

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash

equivalents.

Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current - non-current classifications of assets and liabilities.

**C. Foreign currency****Foreign currency transactions**

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities are translated at the rate at the date of the transaction. Exchange differences are recognised in statement of profit or loss.

**D. Financial instruments****(i) Recognition and initial measurement**

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus except for receivables / contract assets under Ind AS 115 which are measured at transaction price, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**(ii) Classification and subsequent measurement****Financial assets**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (FVTOCI); or
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

On initial recognition of an equity investment that is not held

for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI — equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

*Financial assets: Business model assessment*

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and

whose performance is evaluated on a fair value basis are measured at FVTPL.

*Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

*Financial assets: Subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective at amortised interest method. The amortised cost is reduced by impairment losses. Interest cost / income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at amortised cost using the effective at amortised interest method. The amortised cost is reduced by impairment losses. Interest cost / income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

### ***Financial liabilities: Classification, subsequent measurement and gains and losses***

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

#### ***(iii) Derecognition***

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### ***Financial liabilities***

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

#### ***(iv) Offsetting***

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### **E. Impairment of Goodwill**

Goodwill acquired in business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination.

The Group's goodwill on consolidation are tested for impairment annually or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of the CGUs are determined from value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rates

and revenue growth rates. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts and Management's estimates of the future growth in the business. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

#### ***Discount rates***

Management estimates discount rates using pre-tax rates that reflects current market assessments of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC).

#### ***Growth rates***

The growth rates are based on industry growth forecasts and Management's best estimates of the expected future growth. Management determines the forecasted growth rates based on past performance and its expectations of market development.

### **F. Property, plant and equipment**

#### ***(i) Recognition and measurement***

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

#### ***(ii) Transition to Ind AS***

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

#### ***(iii) Subsequent expenditure***

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

#### ***(iv) Depreciation***

Depreciation is calculated on cost' of items of property, plant

and equipment less their estimated residual values over their estimated useful lives using the written down value method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment prescribed as per Schedule II are as follows:

Assets	Useful life as per Schedule II
Buildings	60 Years
Plant and equipment (diagnostic equipment)	13 Years
Plant and equipment (others)	15 Years
Office equipment	5 Years
Furniture and fittings	10 years
Computers	3-6 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

#### *(iv) Reclassification to investment property*

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

#### **G. Other Intangible assets**

Before transition to Ind AS, other intangible assets including those acquired by the Group are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. The intangible assets acquired by the Group, after transition to Ind AS are measured at fair value.

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

- Softwares- 5 years
- Trademark – 5 years

Amortisation method, useful lives and residual values are

reviewed at the end of each financial year and adjusted if appropriate.

#### **H. Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials, components and other supplies held for use in processing are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

#### **I. Impairment**

##### *(i) Impairment of financial assets*

The Group recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and

At each reporting date, the Group assesses whether financial assets carried at amortised cost. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or - the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

#### **Impairment of investments in associates**

Determining whether the investments in associates are impaired requires an estimate in the value in use of investments. The Group reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss. In considering the value in use, the Board of Directors have anticipated the future market conditions and other parameters that affect the operations of these entities.

#### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

#### **(ii) Impairment of non-financial assets**

The Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely

independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### **J. Non-current assets, or disposal groups held for sale**

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Group's other accounting policies.

Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

## **K. Employee benefits**

### *(i) Short-term employee benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### *(ii) Share-based payment transactions*

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

### *(iii) Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### *(iv) Defined benefit plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future

refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### *(v) Other long-term employee benefits*

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

### *(vi) Termination benefits*

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

## **L. Provisions (other than for employee benefits)**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

## M. Revenue from operations

Revenue includes only the gross inflows of economic benefits. It is measured based on the consideration specified in the contracts with customers. Amounts collected on behalf of third parties such as goods and services taxes are not economic benefits which flow to the entity and do not result in increases in equity. Therefore, they are excluded from revenue.

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. Under Ind AS 115, revenue is recognised when a customer obtains control of the goods or services. Determining the timing of the transfer of control – at a point in time or over time requires judgement.

Revenue stream	Nature and timing of satisfying performance obligations, including significant payment terms	Revenue recognition under Ind AS 115
Sale of services	Customers obtain control of the service at the time of receipt of relevant test reports. Customers generally pay upfront before availing diagnostic services or before undergoing scans and in case of tie-up customers, the credit period offered generally ranged from 15 days to 30 days. The Group generally does not have refund/warranty obligations.	Revenue from sale of testing and imaging services is recognized at a point in time once the testing samples are processed for requisitioned diagnostic tests.
Sale of goods and consumables	Customer obtains control of goods and consumables when the goods are delivered to the customer's premise or other agreed upon delivery point where the customer takes control of the goods. The credit period offered to customers generally ranged from 30 days to 90 days. The Group does not have refund/warranty obligations.	Revenue is recognized at a point in time when the goods and consumables are delivered at the agreed point of delivery which generally is the premises of the customer.

Income from technical assistance and trade mark assignment is recognised once the Group's right to receive the revenue is established by the reporting date. Income from technical assistance and trademark is recognised as an agreed percentage of the turnover of the respective entities, as per the terms of the respective agreements.

### Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs under the contract.

### N. Leases

The Group has applied Ind AS 116 Leases, using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17. The details of accounting policies under Ind AS 17 are disclosed separately if they are different from those under Ind AS 116 and the impact of changes is disclosed separately in this note.

#### Policy applicable from 1 April 2019

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

-the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;

-the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

-the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either, throughout the period of use:

- the Group has the right to operate the asset; or
- the Group designed the asset in a way that predetermines how and for what purpose it will be used.

An inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

#### (i) As a lessee

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of

the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property, separately, in Note 5B 'Right of use long term leases (net of net investment in sub-leases)' and lease liabilities in Note 21B 'Other financial liabilities - Current', in the statement of financial position.

However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a singly lease component.

Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term-leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**(ii) As a lessor**

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As a part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use assets arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease otherwise it is classified as finance lease.

In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

The accounting policies applicable to the Group as a lessor in the comparative period were not different from Ind AS 116. However, when the Group was an intermediate lessor the sub-leases were classified with reference to the underlying asset

In case of sublease, finance lease receivable is netted off from the value of Right of Use asset. in *Note 5B*.



**Maturity Analysis of Lease liabilities as at 31 March 2021 on an undiscounted basis:**

S.No.	Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
1	Less than one year	3.78	4.43
2	One to five years	5.86	5.54
3	More than five years	0.08	1.00
	<b>Total</b>	<b>9.72</b>	<b>10.97</b>

**Lease liabilities recorded in the Balance sheet as at 31 March 2021**

S.No.	Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
1	Non-current portion	5.45	5.69
2	Current portion	3.04	4.25
	<b>Total</b>	<b>8.49</b>	<b>9.94</b>

**Amounts recognized in the statement of profit and loss**

Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
Interest expense on leases (recorded under Finance Cost in the statement of profit and loss)	0.69	1.31
Depreciation on right-of-use assets for the year (refer note 5B for further details)	5.06	5.04
Expenses relating to short term leases recorded in Note 30 under Rent	1.23	1.19

**Amount recognized in the statement of cash flows:**

Particulars	As at 31 March 2021 in Rs. crore	As at 31 March 2020 in Rs. crore
Total cash outflow on account of leases	6.10	6.84

**(iii) Other leases**

The Group entered into lease with the landlord for land at central processing laboratory premises about 10 years ago. The lease premium paid on transfer of lease rights in favor of the Group, is capitalised in the books and amortised over the period of the lease.

**Equipment placement arrangements**

The Group uses testing equipment (analysers) under a number of reagent rental arrangements. Some of these arrangements provide the Group with option to purchase the equipment at the end of lease term at mutually negotiated price as well as an obligation to purchase the equipment at stipulated price in the event of premature termination.

Some of these arrangements are not in the legal form of lease, but a portion of the cost paid to the vendors for is considered to contain a lease element due to the nature of the contractual terms.

**Change in accounting policies**

Except for the changes below, the Group has consistently applied the accounting policies to all periods presented in

these consolidated financial statements.

The Group applied Ind AS 116 with a date of initial application of 1 April 2019. As a result, the Group has changed its accounting policy for lease contracts as detailed below.

The Group applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at 1 April 2019. The details of the changes in accounting policies are disclosed below.

**A. Definition of a lease**

Previously, the Group determined at contract inception whether an arrangement is or contains a lease. Under Ind AS 116, the Group assesses whether a contract is or contains a lease based on the definition of a lease, as explained earlier in this *Note N*.

On transition to Ind AS 116, the Group elected to apply the practical expedient to grandfather the assessment of which transaction are leases. It applied Ind AS 116 only to contracts that were previously identified as leases. Contracts that were not identified as leases under Ind AS 17 were not reassessed

for whether there is a lease. Therefore, the definition of a lease under Ind AS 116 was applied only to contracts entered into or changed on or after 1 April 2019.

#### **B. As a lessee**

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Group. Under Ind AS 116, the Group recognizes right-of-use assets and lease liabilities for most leases – i.e. these leases are on balance sheet.

The Group decided to apply recognition exemption to short-term leases of machinery and lease of IT equipment.

(i) Leases classified as operating leases under Ind AS 17

At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at 1 April 2019. Right-of-use assets are measured at either :

either carrying amount as if Ind AS 116 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate at the date of initial application – the Group applied this approach to its largest property leases; or

an amount equal to lease liability, adjusted by the amount of any prepaid or accrued lease payments – the Group applied this approach for all other leases.

The Group used the following practical expedients when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17.

o applied a single discount rate to a portfolio of leases with similar characteristics.

o applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term.

o excluded initial direct costs from measuring the right-of-use asset at the date of initial application.

o Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

#### **C. As a lessor**

The Group is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor, except for a sub-lease. The Group accounted for its leases in accordance with Ind AS 116 from the date of initial application.

Under Ind AS 116, the Group is required to assess the classification of a sub-lease with reference to the right-of-use asset, not the underlying asset. On transition, the Group reassessed the classification of a sub-lease contract previously classified as an operating lease under Ind AS 17. The Group concluded that the sub-lease is a finance lease under Ind AS 116.

The Group applied Ind AS 115 Revenue from contracts with customers to allocate consideration in the contract to each lease and non-lease component.

#### **D. Impacts on financial statements**

On transition to Ind AS 116, the Group recognized INR 14.33 crore of additional right-of-use assets, INR 14.33 crore of additional lease liabilities.

When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate at 1 April 2019. The weighted average rate applied is 10.5%.

<b>Particulars</b>	<b>As at 31 March 2020 in Rs. crore</b>
Operating lease commitments as at 31 March 2019 as per Ind AS 17	17.82
Add: Commitments towards reagent equipment placement arrangements (to the extent of lease element)	3.25
Less: Recognition exemption for short-term leases	(0.64)
Less: Impact of discounting on date of initial application of Ind AS 116	(3.92)
Lease liabilities recognised in the balance sheet on transition to Ind AS 116 as at 1 April 2019 (before netting impact of sub-leases)	<b>13.38</b>

## O. Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to :

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

## P. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

### (i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### (ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of

assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets — unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

## Q. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

## R. Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing Indian Accounting Standards (Ind AS). There is no such notification which would have been applicable from 1 April 2020.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 4 Property, plant and equipment, capital work-in-progress and investment property

See accounting policies in Note 3(f)

	Gross block				Accumulated depreciation and impairment losses				Net block		
	Balance as at 1 April 2020	Addition	Disposal	Reclassification to assets held for sale/ Reclassification to Right-of-use assets/ Other adjustments	Balance as at 31 March 2021	Balance as at 1 April 2020	Depreciation/ amortisation expense for the year	On disposals	Transfer on reclassification to assets held for sale/ right-of-use assets	Balance as at 31 March 2021	Balance as at 31 March 2020
<b>A Property, plant and equipment</b>											
Leasehold Land	19.35	-	-	(19.35)	-	0.97	-	-	(0.97)	-	18.38
Freehold Land	16.62	-	-	9.53	7.08	-	-	-	-	7.08	16.62
	16.62	-	-	-	16.62	-	-	-	-	16.62	16.62
Buildings/ Premises	48.34	-	(1.40)	-	46.93	8.38	2.06	(0.65)	-	9.79	37.14
	60.04	-	-	(11.70)	48.34	8.00	2.37	-	(1.99)	8.38	39.96
Plant and Equipment	128.94	15.21	(5.78)	-	138.36	57.33	16.65	(2.92)	-	71.06	67.30
	121.99	7.04	-	(0.09)	128.94	39.58	17.75	-	-	57.33	71.61
Furniture and Fixtures	19.72	5.77	(0.73)	-	24.76	9.56	3.41	(0.31)	-	12.66	12.10
	17.67	2.05	-	-	19.72	6.45	3.11	-	-	9.56	10.16
Vehicles	0.67	-	(0.24)	-	0.43	0.30	0.11	(0.22)	-	0.19	0.24
	0.68	0.07	(0.08)	-	0.67	0.23	0.14	(0.07)	-	0.30	0.37
Office equipment	6.64	3.10	(0.21)	-	9.53	3.89	1.52	(0.14)	-	5.27	4.26
	5.42	1.22	-	-	6.64	2.50	1.39	-	-	3.89	2.75
Computers printers and scanners	5.10	0.88	-	-	5.98	3.61	1.19	-	-	4.80	1.18
	4.03	1.07	-	-	5.10	2.29	1.32	-	-	3.61	1.49
<b>Total</b>	<b>226.03</b>	<b>24.95</b>	<b>(8.36)</b>	<b>(9.53)</b>	<b>233.09</b>	<b>83.07</b>	<b>24.94</b>	<b>(4.24)</b>	<b>-</b>	<b>103.78</b>	<b>129.31</b>
Total	245.80	11.45	(0.08)	(31.14)	226.03	60.02	26.08	(0.07)	(2.96)	83.07	142.96
<b>B Capital work-in progress</b>	<b>4.94</b>	<b>29.31</b>	<b>(25.97)</b>	<b>8.28</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8.28</b>	<b>-</b>
	1.47	15.41	(11.94)	4.94	-	-	-	-	-	4.93	-

Figures in italic pertains to previous year.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 4 Property, plant and equipment, capital work-in-progress and investment property

See accounting policies in Note 3(f)

C	Balance as at 1 April 2020		Gross block		Reclassification to assets held for sale		Balance as at 31 March 2021		Balance as at 1 April 2020		Accumulated depreciation and impairment losses		Net block	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Assets held for sale *														
Leasehold Land	723	-	-	-	723	-	723	0.33	0.33	-	-	0.33	6.90	6.90
Freehold Land	4.44	2.79	-	-	7.23	-	7.23	0.22	0.22	0.11	-	0.33	6.90	4.22
	9.53	-	-	-	9.53	-	9.53	-	-	-	-	-	9.53	-
Buildings/ Premises	28.17	0.06	-0.74	-	27.50	-	27.50	3.92	3.92	-	-0.35	-	23.93	24.25
	16.47	11.70	-	-	28.17	-	28.17	1.93	1.93	1.99	-	3.92	24.25	14.54
Total assets held for sale	44.93	0.06	-0.74	-	44.25	-	44.25	4.25	4.25	-	-0.35	-	40.36	31.14
	20.91	14.49	-	-	35.40	-	35.40	2.15	2.15	2.10	-	4.25	31.14	18.76

### Note

#### \* Assets held for sale

The Company has reclassified certain building premises to assets held for sale in previous years as the Company has already received advances towards sale consideration for building premises. The procedural formalities for effecting the transfer could not be completed before 31 March 2021. The sale of these assets held for sale is expected to be completed before 31 March 2022.

4D. The Group tested the goodwill on consolidation for impairment as at 31 March 2021. The Group prepared its cash flow forecasts based on the most recent financial forecasts approved by management with projected revenue growth rates ranging from 10% to 15% over a 10 year forecast period which in Management's assessment was the most appropriate period to consider given the inherent nature of the business which involves a significant initial gestation period before centres reach break-even and the growth potential in the industry that exists considering various factors including the past experience. Growth rate used for extrapolation of cash flows beyond the period covered by the forecasts is 3%. The rates used to discount the forecasted cash flows is 13.46%. Management believes that any reasonable possible change to the discount rate or revenue growth rate could have an impact on the recoverable amount, however, Management believes the assumptions considered represent Management's best estimate as at 31 March 2021.

Particulars	As at 31	As at 31
	March 2021	March 2020
Goodwill	100.28	100.28

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 5 Other intangible assets and right-of-use lease assets

See accounting policy in Note 3(g)

	Gross block				Accumulated depreciation and impairment losses				Net block		
	Balance as at 1 April 2020	Addition during the year	Disposal during the year	Reclassification to assets held for sale	Balance as at 31 March 2021	Balance as at 1 April 2020	Depreciation/amortisation expense for the year	On disposals to assets held for sale**	Transfer on reclassification to assets held for sale**	Balance as at 31 March 2021	Balance as at 31 March 2020
<b>A Intangible assets</b>											
<b>Computer software</b>	1.28	-	-	-	1.28	1.13	0.05	-	-	1.18	0.15
	<i>1.28</i>				<i>1.28</i>	<i>0.78</i>	<i>0.35</i>			<i>1.13</i>	<i>0.50</i>
<b>Trademark</b>	1.46	-	-	-	1.46	0.45	0.15	-	-	0.59	1.01
	<i>1.46</i>				<i>1.46</i>	<i>0.30</i>	<i>0.15</i>			<i>0.45</i>	<i>1.16</i>
<b>Total intangible assets</b>	<b>2.74</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.74</b>	<b>1.58</b>	<b>0.20</b>	<b>-</b>	<b>-</b>	<b>1.77</b>	<b>1.16</b>
	<i>2.74</i>				<i>2.74</i>	<i>1.08</i>	<i>0.50</i>			<i>1.58</i>	<i>1.66</i>
	Figures in italic pertain to previous year.										
	Gross block				Accumulated depreciation and impairment losses				Net block		
	Balance as at 1 April 2020	Recognised during the year	Derecognised during the year	Other adjustments	Balance as at 31 March 2021	Balance as at 1 April 2020	Depreciation/amortisation expense for the year	On Derecognition	On Impairment losses	Balance as at 31 March 2021	Balance as at 31 March 2020
<b>B Right of use assets (net off investment in sub-leases)</b>											
<b>Leasehold Land</b>	15.70	-	-	-	15.70	0.30	0.30	-	-	0.60	15.40
	<i>15.70</i>				<i>15.70</i>	<i>-</i>	<i>0.30</i>			<i>0.30</i>	<i>5.40</i>
<b>Buildings</b>	11.07	5.79	(6.00)	-	10.86	3.18	3.44	(3.15)	-	3.47	7.89
	<i>10.12</i>	<i>0.95</i>			<i>11.07</i>	<i>-</i>	<i>3.18</i>			<i>3.18</i>	<i>7.89</i>
<b>Plant and machinery</b>	3.26	-	-	-	3.26	3.86	1.40	-	-	3.26	1.40
	<i>3.26</i>				<i>3.26</i>	<i>-</i>	<i>1.86</i>			<i>1.86</i>	<i>1.40</i>
	<b>30.03</b>	<b>5.79</b>	<b>(6.00)</b>	<b>-</b>	<b>29.82</b>	<b>5.34</b>	<b>5.14</b>	<b>(3.15)</b>	<b>-</b>	<b>7.33</b>	<b>24.70</b>
	<i>29.08</i>	<i>0.95</i>			<i>30.03</i>	<i>-</i>	<i>5.34</i>			<i>5.34</i>	<i>24.69</i>

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 6 Equity accounted investee

See accounting policy in Note 2(F)(v)

Currency: In crore of INR

	31 March 2021	31 March 2020
<b>Interest in associates</b>		
Equity shares (unquoted) 429,185 (31 March 2019 : 429,185) equity shares of Equinox Laboratories Private Limited	21.10	21.17
Nil (31 March 2019 : 5,440) equity shares of USD 0.1 each of Thyrocare International Holding Company, Mauritius at premium of USD 54.83 per share	-	-
Less : Provision for other than temporary diminution in the value of investments [see Note 39(e)]	-	-
	<b>21.10</b>	<b>21.17</b>

### Associates

#### Equinox Laboratories Private Limited (Equinox)

The Group had acquired 30% stake in Equinox Laboratories Private Limited (Equinox) vide the terms of the Share Subscription and Shareholder's agreement and Business Transfer agreement executed on 15 December 2017 and 3 January 2018 respectively, partially by subscribing to 214,592 equity shares of Equinox in cash and partially by subscribing to 214,593 equity shares of Equinox for consideration other than cash. Equinox is domiciled in India and engaged in the business of testing and analysis of food, water and air samples.

	31 March 2021	31 March 2020
Ownership interest	30%	30%
Carrying amount of assets and liabilities of the associate entity as per its standalone financial statements:		
Non-current assets	22.15	24.25
Current assets	6.56	5.93
Non-current liabilities	1.32	-2.88
Current liabilities	2.36	-2.31
Net assets (100%)	<b>25.02</b>	<b>24.99</b>
Group's share of net assets (based on carrying amount as per associate's financial statements)	<b>7.51</b>	<b>7.50</b>
Revenue	9.29	16.81
Profit	0.25	1.70
Other comprehensive income	-	-
Total comprehensive income	0.25	1.70
Group's share of Profit (30%)	0.07	0.51
Group's share of OCI (30%)	-	-
<b>Group's share of total comprehensive income</b>	<b>0.07</b>	<b>0.51</b>

<b>Reconciliation of investments in associates</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
Opening balance	21.17	20.66
Share of (loss)/profit	0.07	0.51
Share of other comprehensive income	-	-
Closing balance	21.10	21.17

Thyrocare International Holding Company, an associate, incorporated in Republic of Mauritius, was in the process of liquidation and the process of liquidation has been completed during FY 2019-20.

During the year ended 31 March 2021 and 31 March 2020, the Group did not receive any dividend from its associates.

The associate does not have any contingent liabilities and capital commitments as at 31 March 2021 and 31 March 2020.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 7 Investments

	31 March 2021	31 March 2020
Investments in Mutual Funds (Quoted) measured at FVTPL	5.17	5.56
596,157.929 units (31 March 2020 :705,289.762 units) of ABSL Corporate Fund - Growth	0.00	2.03
NIL units (31 March 2020 :80,302.451 units) of ABSL Floating Rate Fund - Growth - Direct	9.02	-
272,165.84 units (31 March 2020 :NIL units) of ABSL Liquid Fund - Growth - Direct	6.10	6.59
110,477.286 units (31 March 2020 :128,359.438 units) of ABSL Low Duration Fund - Growth	10.31	-
2,681,594.421 units (31 March 2020 :NIL units) of ABSL Short Term Fund - Growth - Direct	5.14	4.06
20,704.832 units (31 March 2020 :17,447.02 units) of Axis Treasury Advantage Fund - Direct Growth	0.00	2.48
NIL units (31 March 2020 :329,365.576 units) of Franklin India Corporate Debt Fund - Growth	12.03	-
29,736.361 units (31 March 2020 :NIL units) of HDFC Liquid Fund - Direct Growth	18.18	-
3,820,652.296 units (31 March 2020 :NIL units) of HDFC Low Duration Fund - Direct Growth	9.02	-
296,094.166 units (31 March 2020 :NIL units) of ICICI Prudential Liquid Fund	8.02	-
191,133.461 units (31 March 2020 :NIL units) of ICICI Prudential Savings Fund	0.00	7.71
NIL units (31 March 2020 :27,937.079 units) of Kotak Corporate Bond Fund - Direct Growth	0.00	2.03
NIL units (31 March 2020 :7,860.625 units) of Kotak Low Duration Direct Growth	0.00	5.56
NIL units (31 March 2020 :128,1345.038 units) of Nippon India Prime Debt Fund - Growth	0.00	9.73
NIL units (31 March 2020 :3,560,370.657 units) of SBI Dynamic Bond Fund - Direct Growth	0.00	4.54
NIL units (31 March 2020 :1,879,505.962 units) of SBI Short Term Debt Fund - Growth	20.47	18.73
1,022,348.239 units (31 March 2020 :1,022,348.239 units) of Unifi Capital Fund	0.51	-
428728.842 units (31 March 2020 :NIL units) of HDFC Ultra Short Term Fund	0.51	-
12008.244 units (31 March 2020 :NIL units) of Aditya Birla Sunlife Savings Fund -Direct Plan		
	104.49	69.03
Aggregate amount of quoted investments - At cost	98.50	65.02
Aggregate amount of quoted investments - At market value	104.49	69.03

## 8 Loans

(unsecured, considered good unless otherwise stated)

	31 March 2021	31 March 2020
<b>A Non-current loans and advances</b>		
Security deposits		
To related parties	0.12	1.49
To parties other than related parties	2.77	2.77
	<b>2.89</b>	<b>4.26</b>
<b>B Current loans and advances</b>		
Security deposits		
To related parties	0.02	-
To parties other than related parties	0.56	0.61
Loans and advances to employees	0.02	0.05
	<b>0.60</b>	<b>0.66</b>



# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 9 Other financial assets

	31 March 2021	31 March 2020
Bank balance in deposit accounts * (with maturity period exceeding 12 months from reporting date)	3.08	2.82
	<b>3.08</b>	<b>2.82</b>

\* Bank Deposits are with the Banks against the Bank Guarantees issued to customers for execution of tenders.

## 10 Recognised deferred tax assets and liabilities

### A. Deferred tax assets and liabilities are attributable to the following :

	Deferred tax (assets)		Deferred tax (liabilities)		Net deferred tax assets/ (liabilities)	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Property, plant and equipment/ Intangible assets/ Investment property	-	-	(2.74)	(5.52)	(2.74)	(5.52)
Intangible assets	-	-	(0.14)	(0.14)	(0.14)	(0.14)
Investments at fair value through profit or loss	-	-	(1.51)	(0.53)	(1.51)	(0.53)
Provisions - employee benefits	4.38	1.15	-	-	4.38	1.15
Investment in subsidiary	-	-	-	-	-	-
Provisions - others	(0.02)	-	-	-	(0.02)	-
Other items	1.26	0.87	-	-	1.26	0.87
<b>Net deferred tax (assets) liabilities</b>	<b>5.63</b>	<b>2.03</b>	<b>(4.39)</b>	<b>(6.19)</b>	<b>1.24</b>	<b>(4.16)</b>

### B. Movement in temporary differences

	Balance as at 1 April 2019	Recognised in profit or loss during 2019-2020	Recognised in OCI during 2019-2020	Balance as at 31 March 2020	Recognised in profit or loss during 2020-2021	Recognised in OCI during 2020-2021	Balance as at 31 March 2021
Property, plant and equipment/ Intangible assets/ Investment property	(5.62)	0.10	-	(5.52)	2.78	-	(2.74)
Intangible assets	(0.14)	-	-	(0.14)	-	-	(0.14)
Investments at fair value through profit or loss	(1.17)	0.64	-	(0.53)	(0.98)	-	(1.51)
Provisions - employee benefits	3.03	(1.84)	(0.04)	1.15	2.76	0.47	4.38
Provisions - others	(0.02)	0.02	-	-	(0.02)	-	(0.02)
Other items	0.86	0.02	-	0.87	0.38	-	1.26
Tax losses carried forward	8.20	(8.20)	-	-	-	-	-
	<b>5.14</b>	<b>(9.26)</b>	<b>(0.04)</b>	<b>(4.16)</b>	<b>4.92</b>	<b>0.47</b>	<b>1.24</b>

## 11 Other tax assets

	31 March 2021	31 March 2020
See accounting policy in Note 3(p)		
Advance income tax (net of provision for tax)	10.40	9.43
	<b>10.40</b>	<b>9.43</b>

## 12 Other non-current assets

	31 March 2021	31 March 2020
Capital advances	1.01	1.00
Prepaid expenses	0.05	0.27
Balance with government authorities	0.52	1.48
Advances for supply of goods	1.65	2.15
	<b>3.23</b>	<b>4.90</b>

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 13 Inventories

	31 March 2021	31 March 2020
See accounting policy in Note 3(h)		
Reagents, diagnostic material and consumables	23.26	20.24
Stock-in-trade (acquired for trading) [includes in transit INR Nil (31 March 2020 : 0.17 crore)]	0.10	0.38
	<b>23.36</b>	<b>20.62</b>

## 14 Trade receivables

	31 March 2021	31 March 2020
Secured, considered good	-	2.90
Unsecured, considered good	47.34	13.40
Credit impaired	-	2.56
	47.34	18.86
Less: Allowance for Credit impaired	(2.66)	(2.56)
	44.68	16.30
Trade receivables from related parties excluding allowance for Credit impaired (refer Note 38)	2.67	1.52

## 15 Cash and bank balances

	31 March 2021	31 March 2020
<b>Cash and cash equivalents</b>		
Cash on hand	0.06	0.07
Balances with banks in current accounts	13.14	8.63
	<b>13.20</b>	<b>8.71</b>
<b>Other bank balances</b>		
in deposit accounts * (with original maturity period exceeding 3 months but maturing within 12 months from reporting date)	2.53	2.36
	<b>15.73</b>	<b>11.07</b>

\* Bank Deposits are with the Banks against the Bank Guarantees issued to customers for execution of tenders.

## 16 Other financial assets - current

	31 March 2021	31 March 2020
Other receivables	6.05	0.02
Interest accrued on deposits	0.02	0.02
	<b>6.07</b>	<b>0.04</b>

## 17 Other current assets

	31 March 2021	31 March 2020
Advances for supply of goods and services	1.60	2.16
Prepaid expenses	1.24	0.97
	<b>2.84</b>	<b>3.13</b>

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 18 Share capital

	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of ₹ 10 each with equal voting rights	10,00,00,000	100.00	10,00,00,000	100.00
(b) Issued, subscribed and paid-up				
Equity shares of ₹ 10 each with equal voting rights	5,28,71,371	52.87	5,28,33,317	52.84
<b>Total</b>	<b>5,28,71,371</b>	<b>52.87</b>	<b>5,28,33,317</b>	<b>52.84</b>

All issued shares are fully paid-up

### Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares</b>				
At the commencement of the year	5,28,36,365	52.84	5,27,98,606	52.80
Shares issued on exercise of employee stock options	38,054	0.03	37,759	0.04
Shares bought back	-	-	-	-
<b>Issued and subscribed share capital</b>	<b>5,28,74,419</b>	<b>52.87</b>	<b>5,28,36,365</b>	<b>52.84</b>
Less: Equity shares held by Trust	-3,048	(0.00)*	-3,048	(0.00)*
<b>At the end of the year</b>	<b>5,28,71,371</b>	<b>52.87</b>	<b>5,28,33,317</b>	<b>52.84</b>

\* amount less than ₹ 1 Lakh

The Group has also issued share options plan for its employees. (see Note 35)

### Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to his/its share of the paid-up equity share capital of the Company.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

### Employee stock option plan

Terms attached to stock options granted to employees are described in Note 35 regarding share-based payments.

### Equity shares bought back

During the previous year ended 31 March 2019, the Company bought back 958,900 equity shares for an aggregate amount of ₹ 63.00 crore being 1.78% of the total paid up equity share capital, at an average price of ₹ 656.90 per equity share. The equity shares bought back were extinguished on 12 October 2018 and 22 October 2018.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## 18 Share capital

### Particulars of shareholders holding more than 5% shares of a class of shares

	31 March 2021		31 March 2020	
	Number of shares (in 'thousands)	% of total shares held	Number of shares (in 'thousands)	% of total shares held
Equity shares of INR 10 each fully paid-up held by -				
Dr A Velumani	1,48,17,675	28.03%	1,48,09,317	28.03%
Thyrocare Publications LLP (formerly known as "Thyrocare Publications Private Limited")	65,34,500	12.36%	65,34,500	12.37%
Thyrocare Properties & Infrastructure Private Limited	52,25,315	9.88%	52,17,800	9.88%
Nalanda India Equity Fund Limited	38,21,394	7.23%	33,66,371	6.37%
Arisaig Asia Consumer Fund Limited	30,23,553	5.72%	0	0.00%

### Shares reserved for issue under options

	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
a. Under Employees Stock Option Scheme, 2020 - at an exercise price of INR 10 per share (see Note 35)	40,429	0.04	-	-
b. Under Employees Stock Option Scheme, 2019 - at an exercise price of INR 10 per share (see Note 35)	33,337	0.03	37,189	0.04
c. Under Employees Stock Option Scheme, 2018 - at an exercise price of INR 10 per share (see Note 35)	31,005	0.03	34,270	0.03
d. Under Employees Stock Option Scheme, 2017 - at an exercise price of INR 10 per share (see Note 35)	-	-	39,880	0.04

### Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

- a. Below is a summary of the equity shares allotted by the Company pursuant to various ESOP plans for consideration other than cash (except for the face value of shares that has been recovered in case:

	31 March 2021	31 March 2020
Number of shares allotted pursuant to ESOP schemes	38,054	37,759

- b. During the years 31 March 2016 and 31 March 2015, the Company allotted 3,187,562 and 691,295 equity shares of INR 10 each fully paid up respectively, to the equity shareholders of Nueclear Healthcare Limited ('NHL') in consideration for 4,611,000 and 1,000,000 equity shares of NHL respectively at a premium of INR 295.95 per share to acquire 100% shares and make it a subsidiary.
- c. During the previous five years, the Group has not issued any bonus shares.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## 19 Other equity

	31 March 2021	31 March 2020
<b>(a) Capital reserve</b>		
At the commencement and end of the year	31.71	31.71
<b>(b) Securities premium</b>		
At the commencement of the year	67.24	65.08
Transfer on exercise of stock option	2.47	2.16
At the end of the year	69.71	67.24
<b>(c) Share options outstanding</b>		
At the commencement of the year	3.73	3.89
Employee compensation expense for the year	1.68	2.00
Transfer on exercise of stock option	(2.47)	(2.16)
At the end of the year	2.94	3.73
<b>(d) General reserve</b>		
At the commencement of the year	9.17	9.17
<b>(e) Capital redemption reserve</b>		
At the commencement of the year	0.96	0.96
<b>(f) Retained earnings</b>		
At the commencement of the year	201.00	271.52
Profit for the year including other comprehensive income	111.76	88.52
Appropriation		
Final/ Interim dividend on equity shares	(52.84)	(132.00)
Dividend distribution tax	-	(27.04)
At the end of the year	259.92	201.00
	<b>374.40</b>	<b>313.81</b>

### Capital reserve

Capital Reserve represents a) amounts received in earlier years from the selling shareholder at the time of the IPO towards reimbursement of certain expenses and b) fair of the trademark "Whaters" (subsequently disposed off) assigned by Dr A Velumani in favour of the Company for no consideration.

### Securities premium

Securities premium represent the premium received on issue of shares. It is utilized in accordance with the provisions of the Companies Act, 2013.

### Share option outstanding account

The group has established various equity-settled share-based payment plans for certain categories of employees of the Group. The balance in the share option outstanding account represents the expenses recorded pursuant to the aforesaid schemes for which the options are not yet vested or exercised. (See Note 35 for further details on these plans).

### General reserve

General reserve is used to record the transfer from retained earnings of the Company. It is utilized in accordance with the provisions of the Companies Act, 2013.

### Capital redemption reserve

The Company bought back 9,58,900 equity shares for an aggregate amount of ₹ 63.00 crore being 1.78% of the total paid up equity share capital, at an average price of ₹ 656.90 per equity share. The equity shares bought back were extinguished on 12 October 2018 and 22 October 2018 and as per the provisions of the Companies Act, 2013, the Capital redemption reserve is used to record the reduction of the share capital of the Company on account of equity shares bought back out of the accumulated profits. It is created in accordance with the provisions of the Companies Act, 2013.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## Dividends

The following dividends were declared and paid by the Company during the year :

	31 March 2021	31 March 2020
Interim dividend INR 10/- per equity share (31 March 2020 : INR 5 per equity share)	52.84	26.40
Final dividend of previous financial year 31 March 2021 : INR 15/- per equity share (31 March 2020 : INR 20/- per equity share)	79.31	-

After the reporting dates the following dividends (excluding dividend distribution tax) were proposed by the directors subject to the approval at the annual general meeting; the dividends have not been recognised as liabilities in the respective years. Dividends would attract dividend distribution tax when declared or paid. However, with the abolition of dividend distribution tax effective April 01, 2020, dividends will be taxable in the hands of recipient and hence Dividend Distribution Tax is not applicable.

INR Nil per equity share (31 March 2020 : INR Nil per equity share)

## 20 Borrowings

	31 March 2021	31 March 2020
Unsecured loan from related party (refer note 38)	-	2.50
	-	<b>2.50</b>

Note:

The loan from related party is unsecured and carries an interest rate of 9% p.a. The loan is repayable at the end of 5 years.

## 21A Lease liabilities

	31 March 2021	31 March 2020
Non-current lease liabilities	5.45	5.69
Current lease liabilities	3.04	4.25
	<b>8.49</b>	<b>9.94</b>

## 21B Other financial liabilities

	31 March 2021	31 March 2020
<b>B Current</b>		
Security deposits received from parties other than related parties	10.28	10.65
Employees dues	6.89	5.41
Creditors for capital goods	6.14	6.04
Unclaimed dividend	0.12	0.08
	<b>23.43</b>	<b>22.18</b>

Investor Education and Protection Fund ('IEPF') - As at 31 March 2021 (31 March 2020 : INR Nil) there is no amount due and outstanding to be transferred to the IEPF by the Company. Unclaimed dividend, if any, shall be transferred to IEPF as and when they become due.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## 22 Provisions

See accounting policy in Note 3(k) and 3(l)

	31 March 2021	31 March 2020
<b>A Non-current provisions</b>		
Provision for employee benefits:		
Provision for compensated absences	9.37	6.22
Provision for gratuity (refer note 34)	4.21	1.94
	<b>13.58</b>	<b>8.16</b>
<b>B Current provisions</b>		
Provision for CSR spending	2.19	-
Provision for employee benefits:		
Provision for compensated absences	1.11	0.02
Provision for gratuity (refer note 34)	0.09	0.03
	<b>3.39</b>	<b>1.01</b>

## 23 Trade payables

	31 March 2021	31 March 2020
Trade Payables		
- total outstanding dues of micro enterprises and small enterprises (See Note 39 (a))	0.53	0.70
- total outstanding dues of creditors other than micro enterprises and small enterprises	24.48	21.16
	<b>25.01</b>	<b>21.86</b>

## 24 Current tax liabilities (net)

See accounting policy in Note 3(p)

	31 March 2021	31 March 2020
Provision for current tax (net of advance tax and tax deducted at source)	2.57	0.75
	<b>2.57</b>	<b>0.75</b>

## 25 Other current liabilities

	31 March 2021	31 March 2020
Contract liabilities - Advance from customers	8.60	4.73
Advance received towards consideration for sale of capital assets held for sale (Refer Note 4C)	27.20	25.94
Statutory dues *	1.86	0.97
	<b>37.66</b>	<b>31.64</b>

\* Statutory dues include goods and services tax, tax deducted at source, local body tax, profession tax, employees provident fund and ESIC.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## 26 Revenue from operations

	Year ended 31 March 2021	Year ended 31 March 2020
Sale of products (See Note (i) below)	3.15	5.54
Sale of services (See Note (ii) below)	485.93	421.87
	<b>489.08</b>	<b>427.41</b>
Other operating revenue	5.54	6.85
<b>Total</b>	<b>494.62</b>	<b>434.26</b>
<b>Note:</b>		
(i) Sale of products comprises :		
Manufactured goods		
Radioactive pharmaceutical (FDG)	1.81	2.60
Traded goods		
Glucose strips/ Gluco meter	1.34	2.94
<b>Total</b>	<b>3.15</b>	<b>5.54</b>
<b>(a) Reconciliation of revenue from contracts with customers</b>		
Revenue from contract with customer as per the contract price	494.62	434.26
Adjustments made to contract price on account of :-		
Discount / Rebates	-	-
<b>Revenue from contract with customer</b>	<b>494.62</b>	<b>434.26</b>
<b>(b) Movement in Contract liabilities</b>		
<b>Opening Balance</b>	4.73	4.56
Revenue recognised that was included in contract liability balance at the beginning of the year	(4.73)	(4.56)
Increases due to cash received, excluding amounts recognised as revenue during the year	8.60	4.73
<b>Closing Balance</b>	<b>8.60</b>	<b>4.73</b>
(ii) Sale of services comprises :		
Diagnostic Services	455.77	379.73
Sale of consumables for providing diagnostic services	18.38	31.11
Imaging Services	11.78	11.03
<b>Total</b>	<b>485.93</b>	<b>421.87</b>

## 27 Other income

	Year ended 31 March 2021	Year ended 31 March 2020
Interest income (See Note (i) below)	0.79	0.70
Net gain on investments	3.68	4.78
Profit on sale of business undertaking	1.64	-
Others (See Note (ii) below)	6.32	1.19
	<b>12.43</b>	<b>6.67</b>



# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## 27 Other income

	Year ended 31 March 2021	Year ended 31 March 2020
<b>Note:</b>		
(i) Interest income comprises:		
Interest from banks on deposits	0.58	0.37
Interest on income tax refund	0.02	
Interest on deposit for electricity	-	0.04
Others	0.19	0.29
<b>Total - Interest income</b>	<b>0.79</b>	<b>0.70</b>
(ii) Others comprises:		
Profit on sale of property, plant and equipment	4.20	0.01
Net gain on liquidation of associate	-	0.03
Miscellaneous income	2.12	1.15
<b>Total - Others</b>	<b>6.32</b>	<b>1.19</b>

## 28 a. Cost of materials consumed

	Year ended 31 March 2021	Year ended 31 March 2020
Opening stock	20.24	17.78
Add: Purchases	165.55	117.38
	<b>185.79</b>	<b>135.16</b>
Less: Closing stock	23.26	20.24
<b>Cost of material consumed</b>	<b>162.53</b>	<b>114.92</b>
<b>Material consumed comprises:</b>		
Reagents/ Diagnostics material	138.49	100.26
Radiopharmaceuticals	0.96	1.39
Consumables - laboratory	20.25	8.61
Consumables - processing	2.84	4.66
	<b>162.53</b>	<b>114.92</b>
<b>b. Purchases of stock-in-trade</b>		
Gluco meter / Glucose strips (GMGS)	1.09	2.25
	<b>1.09</b>	<b>2.25</b>
<b>c. Changes in inventories of stock-in-trade</b>		
Inventories at the end of the year:		
Gluco meter / Glucose strips (GMGS)	0.10	0.38
	<b>0.10</b>	<b>0.38</b>
Inventories at the beginning of the year:		
Gluco meter / Glucose strips (GMGS)	0.38	0.30
	<b>0.38</b>	<b>0.30</b>
<b>Net change</b>	<b>0.28</b>	<b>(0.08)</b>

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## 29 Employee benefits expense

	Year ended 31 March 2021	Year ended 31 March 2020
Salaries, wages and bonus	45.92	38.57
Contributions to provident and other funds	3.70	3.51
Employees stock compensation expense	1.68	2.00
Gratuity	0.52	0.55
Compensated absences	4.01	2.31
Staff welfare expenses	2.24	1.98
	<b>58.07</b>	<b>48.92</b>

## 30 Other expenses

	Year ended 31 March 2021	Year ended 31 March 2020
Outlab processing	1.20	1.47
Power and fuel and water	7.64	8.69
Rent	0.84	1.19
Repairs and maintenance - Buildings	2.07	6.81
Repairs and maintenance - Machinery	6.36	6.81
Repairs and maintenance - Others	0.03	0.01
Insurance	0.09	0.06
Rates and taxes	2.13	1.00
Communication	1.05	0.95
Service charges	34.36	22.57
Postage and courier	2.55	2.93
Printing and stationery	1.94	2.95
Sales incentive	18.23	17.76
Advertisement expenses	3.99	0.72
Business promotion	1.67	5.03
Legal and professional fees	9.20	11.41
Payments to the auditors (See note (I) below)	0.46	0.50
Loss on foreign exchange fluctuation (net)	0.14	-
Provision for doubtful debts	0.43	1.89
Corporate social responsibility expense	4.47	4.09
Share issue expenses	0.02	-
Miscellaneous expenses	2.51	3.04
	<b>101.39</b>	<b>94.68</b>

### Notes:

#### (i) Details of corporate social responsibility expenditure \*

Statutory audit and limited review fees	0.44	0.44
Amount spent during the year (in cash)	0.02	0.04
Reimbursement of out of pocket expenses	-	0.02
* Payment to auditors is inclusive of GST, as applicable		-
	<b>0.46</b>	<b>0.50</b>

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in Rs crores, unless otherwise stated)

## 31 Income tax

See accounting policy in Note 3(p)

	Year ended 31 March 2021		Year ended 31 March 2020	
<b>A. Amount recognised in profit or loss</b>				
<b>Current tax</b>				
Current period (a)	44.14		43.00	
Changes in estimates related to prior years (b)	0.11		(0.25)	
<b>Deferred tax (c)</b>				
Attributable to -				
Origination and reversal of temporary differences	(4.93)		9.26	
<b>Tax expense (a)+(b)+(c)</b>	<b>39.32</b>		<b>52.01</b>	
<b>B. Amount recognised in other comprehensive income</b>				
Re-measurement gains/ (losses) on defined benefit plans	(0.48)		0.04	
<b>Tax expense in other comprehensive income</b>	<b>(0.48)</b>		<b>0.04</b>	
<b>C. Reconciliation of effective tax rate</b>				
	Year ended 31 March 2021		Year ended 31 March 2020	
Profit before exceptional items, share of profit of associate and tax	152.54		146.48	
Tax using the Group's domestic tax rate	38.39	25.17%	36.87	25.17%
Effect of :				
Non-deductible expenses (net)	1.16	0.8%	3.68	2.5%
Tax exempt income	-	-	(0.08)	-0.1%
Derecognition of deferred tax assets in respect of unabsorbed depreciation and carried forward tax losses	-	-	8.20	5.6%
Others	(0.70)	-0.5%	3.34	2.3%
<b>Effective tax rate</b>	<b>38.85</b>	<b>25.5%</b>	<b>52.01</b>	<b>35.5%</b>

## 32 Earnings per share

	Year ended 31 March 2021		Year ended 31 March 2020	
<b>(i) Basic</b>				
Net profit for the year attributable to equity shareholders	113.15		88.40	
Weighted average number of equity shares outstanding during the year	5,28,50,753		5,28,10,058	
Face value per share ₹	10		10	
Earnings per share - Basic (₹)	21.41		16.74	
<b>(ii) Diluted</b>				
Net profit for the year attributable to equity shareholders	113.15		88.40	
Weighted average number of equity shares for Basic EPS	5,28,50,753		53,387,162	
Add: Equity shares reserved for issuance on ESOP	1,03,054		1,09,147	
Weighted average number of equity shares - for diluted EPS	5,29,53,807		5,29,19,205	
Face value per share ₹	10		10	
Earnings per share - Diluted (₹)	21.37		16.71	

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 33 Operating segments

### A. Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Executive Officer (CEO) to make decisions about resources to be allocated to the segments and assess their performance. The Group has three reportable segments, as described below, which are the Group's strategic business units. These business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the business units, the Group's CEO reviews internal management reports on at least a quarterly basis.

The following summary describes the operations in each of the Group's reportable segments :

Reportable segments	Operations
Diagnostic Testing Services	Diagnostic and testing services, selling of consumables used for collection and promotion of pathology segment
Imaging Services	Diagnostic and imaging services, selling of radio-pharmaceutical, selling of consumables for reporting
Others: Sale of testing equipment and consumables	Selling of glucometer and glucostrips under the brand name Sugarscan

### B. Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

The Group operates from its centralised laboratory, regional processing laboratories, medical cyclotron facility, PET-CT centres and corporate office in India and therefore does not have much of its operations in economic environments with different risks and returns, hence considering its operation from single geographical segment, the Company has not recognised geographical segment as its secondary segment for reporting.

	Reportable segments			Total
	Diagnostic Testing Services	Imaging Services	Others	
<b>Segment revenue</b>	<b>472.87</b>	<b>20.41</b>	<b>1.34</b>	<b>494.62</b>
	398.11	34.09	2.94	435.14
<b>Less : Intersegment Revenue</b>	<b>(0.88)</b>	-	-	<b>(0.88)</b>
	-	-	-	-
<b>Total segment revenue</b>	<b>472.87</b>	<b>20.41</b>	<b>1.34</b>	<b>494.62</b>
	397.23	34.09	2.94	434.26
<b>Segment profit (loss) before income tax</b>	<b>149.30</b>	<b>(9.03)</b>	<b>0.08</b>	<b>140.35</b>
	144.41	(6.51)	0.77	138.67
<b>Unallocable income net off other unallocable expenditure</b>				<b>12.18</b>
				7.82

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 33 Operating segments

	Reportable segments			Total
	Diagnostic Testing Services	Imaging Services	Others	
<b>Profit before exceptional items and income tax</b>				<b>152.53</b>
				146.49
<b>Exceptional items</b>				<b>(0.07)</b>
				(6.58)
<b>Segment assets</b>	<b>206.55</b>	<b>92.08</b>	<b>0.10</b>	<b>298.73</b>
	160.00	103.16	0.29	263.45
<b>Unallocable assets</b>				<b>247.07</b>
				205.63
<b>Total assets</b>				<b>545.80</b>
				469.08
<b>Segment liabilities</b>	<b>76.66</b>	<b>34.94</b>	<b>0.06</b>	<b>111.65</b>
	61.56	35.54	0.17	97.27
<b>Unallocable liabilities</b>				<b>4.94</b>
				6.96
<b>Total liabilities</b>				<b>116.59</b>
				104.23
<b>Other information</b>				
<b>Capital expenditure (allocable)</b>	<b>39.10</b>	<b>0.07</b>	-	<b>39.17</b>
	13.59	1.12	-	14.71

Note : Figures in italic relates to the previous year 31 March 2020

The testing and imaging services to patients and sale of pharmaceuticals to customers are primarily in India and hence information about geographical areas of the operations was not disclosed separately by the Group.

## 34 Employee benefits

### A. Defined contribution plans

The Group makes Provident Fund, ESIC and Maharashtra Labour Welfare Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group recognised INR 2.99 crore (31 March 2020 : INR 2.80 crore) for Provident Fund contributions, INR 0.66 crore (31 March 2020 : INR 0.70 crore) for ESIC contributions and INR 0.01 crore for Maharashtra Labour Welfare Fund (31 March 2020 : INR 0.01 crore) in the Statement of Profit and Loss during the year (See note 29). The contributions payable to these plans by the Group are at rates specified in the rules of the schemes. The Group does not expect any further liability other than the specified contributions.

### B. Defined benefit plans

The Group offers the following employee benefit schemes to its employees :

#### - Gratuity

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 34 Employee benefits

	31 March 2021	31 March 2020
<b>a. Components of defined benefit plan expense</b>		
<b>i. Expenses recognised in profit or loss</b>		
Current service cost	0.38	0.43
Interest cost	0.13	0.12
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>0.51</b>	<b>0.55</b>
<b>ii. Expenses recognised in other comprehensive income</b>		
Actuarial (gain) loss on defined benefit obligations	1.87	(0.16)
<b>Total expense recognised in other comprehensive income</b>	<b>1.87</b>	<b>(0.16)</b>
<b>b. Net asset / (liability) recognised in the Balance Sheet</b>		
Present value of unfunded obligation	(4.30)	(1.97)
Net asset / (liability) recognised in the Balance Sheet	(4.30)	(1.97)
Net asset/ (liability) is bifurcated as follows :		
Current	(0.09)	(0.03)
Non Current	(4.21)	(1.94)
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(4.30)</b>	<b>(1.97)</b>
<b>c. Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the period	1.97	1.61
Current service cost	0.39	0.42
Interest cost	0.13	0.13
Actuarial (gains) / losses	1.87	(0.16)
Benefits paid	(0.06)	(0.03)
Present value of DBO at the end of the year	<b>4.31</b>	<b>1.97</b>
	<b>31 March 2021</b>	<b>31 March 2020</b>
<b>d. Actuarial assumptions</b>		
Discount rate	6.44%	6.82%
Salary escalation	4% p.a. for next 1 year, 9% p.a. for the year thereafter, 10% p.a. for all years thereafter	2% p.a. for the next 1 year, 4% p.a. for the next 1 year, starting from the 2nd year 9% p.a. for the next 1 year, starting from the 3rd year 10% p.a. thereafter, starting from the 4th year

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 34 Employee benefits

	31 March 2021	31 March 2020
Rate of employee turnover	Employees : For service 2 yrs. & below 35% p.a., For service 3 yrs. to 4 yrs. 20% p.a. & thereafter 2% p.a. Directors : 1% p.a.	Employees : For service 2 yrs. & below 25% p.a., For service 3 yrs. to 4 yrs. 10% p.a. & thereafter 2% p.a. Directors : 1% p.a.
Mortality rate during employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Weighted average duration of defined benefit obligations	20 years	19 - 21 years
<b>e. Maturity analysis of the benefit payments from the employer</b>		
<b>Projected benefits payable in future years from the date of reporting</b>		
1st following year	0.09	0.03
2nd following year	0.06	0.06
3rd following year	0.10	0.03
4th following year	0.07	0.06
5th following year	0.08	0.04
Sum of years 6 to 10	0.83	0.50
Sum of years 11 and above	15.66	7.08
<b>f. Sensitivity analysis</b>		
<b>Projected benefits obligation on current assumptions</b>		
Delta effect of +1% change in rate of discounting	(0.69)	(0.30)
Delta effect of -1% change in rate of discounting	0.88	0.37
Delta effect of +1% change in rate of salary increase	0.71	0.30
Delta effect of -1% change in rate of salary increase	(0.60)	(0.25)
Delta effect of +1% change in rate of employee turnover	(0.21)	(0.07)
Delta effect of -1% change in rate of employee turnover	0.25	0.09

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was not change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 35 Share-based payments

See accounting policy in Note 3(i)

### A. Description of share-based payment arrangements

During the year, the Company has offered stock options to the eligible employees under “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2020” (ESOS2020) vide authorisation of shareholders in the annual general meeting held on 29 September 2020. The options may be exercised either fully or partially in four equal instalments. The employees were identified as those who had completed two years of service as on the date of sanction of the scheme, subject to their continuous service till the vesting period.

During the earlier years, the Company had offered stock options to the eligible employees under “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2019” (ESOS2019), “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2018” (ESOS2018), “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2017” (ESOS2017), “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2016” (ESOS2016) and “THYROCARE EMPLOYEES STOCK OPTION SCHEME 2015” (ESOS2015) vide authorisation of shareholders in their meetings held on 24 August 2019, 1 September 2018, 12 August 2017, 12 September 2016 and 26 September 2015 respectively. Under the respective scheme, the options may be exercised either fully or partially in four equal instalments. The employees were identified as those who had completed certain years of service subject to their continuous service till the vesting period.

Additionally, the Company formed a trust, 'Thyrocare Employee Stock Option Trust' wherein the shares to be issued under these options were allotted to the Trust. The Trust holds these shares for the benefit of the employees and issues them to the eligible employees as per the recommendation of the compensation committee. The identified employees are also entitled to purchase additional shares proportionately from the shares of employees who are not desirous to purchase the equity shares or who have left the organisation.

The key details of the various schemes are as under:

Scheme	Date of Grant	Numbers of options granted	Vesting Conditions	Exercise Period	Exercise Price (INR) per share	Weighted Average Exercise Price (INR) per share
ESOS2020	29-Sep-20	40,429	3 years	One year from vesting date	10	10
ESOS2019	24-Aug-19	40,423	3 years	One year from vesting date	10	10
ESOS2018	11-Aug-18	40,452	3 years	One year from vesting date	10	10
ESOS2017	12-Aug-17	50,516	3 years	One year from vesting date	10	10
ESOS2016	12-Sep-16	50,537	3 years	One year from vesting date	10	10



# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## B. Employee stock option activity under the respective schemes is as follows:

Scheme	31 March 2021 No of Options	31 March 2020 No of Options
<b>ESOS2020</b>		
Outstanding at 1 April	-	-
Granted during the year	40,429	-
Forfeited during the year	-	-
<b>Outstanding at 31 March</b>	<b>40,429</b>	<b>-</b>
<b>ESOS2019</b>		
Outstanding at 1 April	37,189	-
Granted during the year	-	40,429
Forfeited during the year	4,105	3,240
<b>Outstanding at 31 March</b>	<b>33,084</b>	<b>37,189</b>
<b>ESOS2018</b>		
Outstanding at 1 April	34,270	37,654
Forfeited during the year	3,423	3,384
<b>Outstanding at 31 March</b>	<b>30,847</b>	<b>34,270</b>
<b>ESOS2017</b>		
Outstanding at 1 April	39,880	43,320
Forfeited during the year	1,826	3,440
Exercised during the year	38,054	-
<b>Outstanding at 31 March</b>	<b>-</b>	<b>39,880</b>
<b>ESOS2016</b>		
Outstanding at 1 April	-	39,526
Forfeited during the year	-	1,767
Exercised during the year	-	37,759
<b>Outstanding at 31 March</b>	<b>-</b>	<b>-</b>

## C. The key assumptions used to estimate the fair value of options are:

	31 March 2021	31 March 2020
Volatility	21.65%	21.65%
Expected life	3.50 years	3.50 years
Dividend Yield	1.5%	1.5%
Risk-free interest rate (based on government bonds)	7.85%	6.30%
Model Used	Black-Scholes-Merton Formula	Black-Scholes-Merton Formula

The expense arising from equity settled share based payment transaction amounting to INR 1.70 crore and INR 2.00 crore for the year ended 31 March 2021 and 31 March 2020 respectively have been recognised in the Statement of profit and loss.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## Fair Value of the option as at the grant date

Plan	Grant date	Fair value in INR
ESOS2020	Tuesday, September 29, 2020	758.00
ESOS2019	Saturday, August 24, 2019	448.83
ESOS2018	Saturday, September 1, 2018	632.88
ESOS2017	Saturday, August 12, 2017	653.35
ESOS2016	Monday, September 12, 2016	577.04

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

## 36 Financial instruments - Fair values and risk management

### A. Accounting classifications and fair values

31 March 2021 31 March 2020	Note	Carrying amount			Total carrying amount
		FVTPL	FVOCI	Amortised cost	
<b>Financial assets</b>					
<b>Investments</b>	<b>7</b>	<b>104.49</b>	-	-	<b>104.49</b>
		69.03	-	-	69.03
<b>Loans</b>	<b>8</b>	-	-	<b>3.48</b>	<b>3.48</b>
		-	-	4.91	4.91
<b>Trade receivables</b>	<b>14</b>	-	-	<b>44.68</b>	<b>44.68</b>
		-	-	16.30	16.30
<b>Cash and cash equivalents</b>	<b>15</b>	-	-	<b>13.20</b>	<b>13.20</b>
		-	-	8.71	8.71
<b>Other bank balances</b>	<b>15</b>	-	-	<b>2.53</b>	<b>2.53</b>
		-	-	2.36	2.36
<b>Others</b>	<b>9,16</b>	-	-	<b>9.14</b>	<b>9.14</b>
		-	-	2.86	2.86
		<b>104.49</b>	-	<b>73.04</b>	<b>177.52</b>
		69.03	-	35.14	104.17
<b>Financial liabilities</b>					
<b>Borrowings</b>	<b>20</b>	-	-	-	-
		-	-	2.50	2.50
<b>Other financial liabilities</b>	<b>21B</b>	-	-	<b>23.43</b>	<b>23.43</b>
		-	-	22.18	22.18
<b>Trade payables</b>	<b>23</b>	-	-	<b>25.00</b>	<b>25.00</b>
		-	-	21.86	21.86
		-	-	<b>48.43</b>	<b>46.53</b>
		-	-	46.53	

### B. Measurement of fair values

The Management assessed that cash and bank balances, trade receivables, borrowings, trade payables and other financial assets and liabilities approximate their carrying amounts largely due to short-term maturities of these instruments.

The fair value of investment in mutual funds is included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair value of the quoted investments/units of mutual fund scheme are based on net asset value at the reporting date as published by the mutual fund.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

Currency: In crore of INR

The following table provides the fair value measurement hierarchy of the Company's financial instruments which are measured at fair value:)

	31 March 2021			31 March 2020		
	Total	Quoted prices in active markets (Level 1)	Level 3	Total	Quoted prices in active markets (Level 1)	Level 3
Security Deposits	2.08	-	2.08	1.25	-	1.25
Investment in Mutual funds (Refer Note 7)	104.49	104.49	-	69.03	69.03	-

Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

	31 March 2021	31 March 2020
Opening balance	1.25	1.33
Additions during the period	1.31	0.24
Deletions during the period	(0.43)	(0.34)
Fair value movement	(0.05)	0.02
Closing balance	2.08	1.25

One percentage change in the unobservable inputs used in the fair valuation of level 3 assets does not have a significant impact in the fair value of the financial instrument.

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended 31 March 2020.

## Description of significant unobservable inputs to valuation:

Name of financial asset	Security deposit
Valuation technique	Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow to the Group arising from the investments in financial assets.
Significant unobservable inputs	Discount rate

## C. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk (see (C) (i));
- Liquidity risk (see (C) (ii));
- Market risk (see (C) (iii))."

### i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans.

The Group has no significant concentration of credit risk with any counterparty.

#### Trade receivables and loans

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment terms and conditions are offered. Sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from the management.

#### Security deposits

These represents security deposits given towards laboratories taken on lease under contractual arrangement EMD deposit for participation in tender.

The Group limits its exposure to credit risk from trade receivables by establishing a credit limit that is linked to either category of the customer or the security deposits paid by the customer to avail the services.

In monitoring customer credit risk, customers are compared according to their credit characteristics, including whether they are individuals or legal entities, their geographic locations, industry, trading history with the Group and existence of previous financial difficulties, if any.

#### Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counter parties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

The Group's exposure to credit risk for trade receivables by geographic region was as follows -

	31 March 2021	31 March 2020
Trade receivables (net of provision for doubtful debts)	41.85	13.24
India	2.83	3.32
Other regions		
	<b>44.68</b>	<b>16.56</b>

*Expected credit loss (ECL) assessment for individual customers as at 31 March 2021 and 31 March 2020*

As per simplified approach the Group makes provision of expected credit losses on trade receivable using a provision matrix to mitigate the risk of default payment and make appropriate provision at each reporting date.

At March 31, 2021, the ageing of trade receivables that were not impaired was as follows.

	Total		Related parties		Others	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
1-30 days past due	5.04	6.04	0.50	0.32	4.54	5.72
31-60 days past due	3.82	1.72	1.01	0.54	2.81	1.18
61-90 days past due	2.61	1.20	0.85	0.37	1.76	0.83
91-180 days past due	3.56	2.98	1.41	1.95	2.15	1.03
More than 180 days past due	1.53	0.22	0.77	-	0.76	0.22
	<b>16.56</b>	<b>12.16</b>	<b>4.54</b>	<b>3.18</b>	<b>12.02</b>	<b>8.98</b>

*Management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.*

### iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

#### Exposure to liquidity risk

The following are remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

Non-derivative financial liabilities	Carrying amount as on	Total	upto 1 year	more than 1 year
	31 March 2021 31 March 2020			
Borrowings	-	-	-	-
	2.50	2.50	-	2.50
Trade payables	25.01	25.01	25.01	-
	21.86	21.86	21.86	-
Lease Liabilities	8.49	8.49	5.45	3.04
	9.94	9.94	5.69	4.25
Other financial liabilities	23.43	23.43	23.43	9.94
	22.18	22.18	22.18	-

### iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

#### Currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency of Group. The functional currency for large number of transactions of the Group is INR and majority of the customers the Group dealt with operate from India only. The Group receives more than 98% of its revenue from the domestic operations only.

#### Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management is as follows.

	INR	USD
Trade receivables	2.96	0.04
	5.79	0.08
Trade payables	0.71	0.01
	0.93	0.01
Net exposure in respect of recognized assets and liabilities	2.25	0.03
	4.87	0.07

#### Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR or US dollar at 31 March would have affected the measurement of financial instruments denominated in foreign currency and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit or loss	
	Strengthening	Weakening
31 March 2021	0.22	-0.22
INR (10% movement)		
31 March 2020	0.49	-0.49
INR (10% movement)		

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 37 Contingent liabilities and commitments (to the extent not provided for)

	31 March 2021	31 March 2020
<b>Contingent liabilities</b>		
Claims against the Company not acknowledged as debts		
a. Property tax demand	-	3.83
b. Income tax demands - TDS matter	49.22	49.22
c. Other income tax matters	1.09	0.76
d. Employees provident fund matter	0.52	0.52

Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/ decisions pending with various forums/ authorities.

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

	31 March 2021	31 March 2020
<b>Commitments</b>		
a Commitments relating to long term arrangement with vendors (see note (i))	78.98	180.54

i The Group has entered into Reagent Rental Arrangements for periods ranging from 2 years to 6 years with some of its major reagent suppliers. As per the terms of the agreement, these reagent suppliers have placed the analysers / diagnostic equipments at no cost in the processing laboratory. The analysers / diagnostic equipments are programmed by the manufacturers to be used only against the reagent supplier's brand of reagent kits. The commitments as per these arrangements are either purchase commitments or rate commitments based on the workloads. The value of purchase commitments for the remaining number of years are Rs. 78.98 crore (31 March 2020 : Rs. 180.54 crore) of which annual commitment for next year is Rs. 36.78 crore (31 March 2020 : Rs. 101.57 crore) as per the terms of these arrangements.

## 38. Additional information to the financial statements

### Details of related parties:

Description of relationship	Names of related parties
Associates	Equinox Labs Private Limited (From 28 March 2018) Thyrocare International Holding Company Limited, Mauritius (liquidated during the year ended 31 March 2020)
Enterprise over which directors and their relatives exercise control or influence, where transactions have taken place during the year	Thyrocare Gulf Laboratories WLL Sumathi Healthcare Private Limited (Previously known as Sumathi Construction Private Limited) Pavilion Commercial Private Limited Sumathi Infra Project LLP Mahima Advertising LLP Thyrocare Publications LLP Thyrocare Properties & Infrastructure Private Limited Sumathi Memorial Trust
Key Management Personnel (KMP)	Dr A Velumani, Managing Director A Sundararaju, Director Anand Velumani, Director Amruta Velumani, Director
Relatives of KMP	Dr A Velumani HUF (HUF in which Dr A Velumani is Karta) A Sundararaju HUF (HUF in which A Sundararaju is Karta) S Susila (sister of Dr A Velumani)

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 38. Additional information to the financial statements

### B. Transactions with key management personnel

#### i. Key management personnel compensation

	Year ended	Year ended	Balance outstanding	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Dr A Velumani	0.00*	(0.00)*	0.00*	0.00*
A Sundararaju	0.55	0.55	-	-
	<b>0.55</b>	<b>0.55</b>	<b>0.00</b>	<b>0.00</b>

\* Amount less than ₹ 1 lakh

As the liabilities for defined benefit plans are provided on actuarial basis for the Company as a whole, the amount pertaining to key managerial personnel are not included.

#### ii. Transactions with key management personnel including directors

	Transaction value		Balance outstanding	
	Year ended 31 March 2021	Year ended 31 March 2020	31 March 2021	31 March 2020
<b>Dividend paid</b>				
Dr A Velumani	14.82	37.02	-	-
A Sundararaju	0.25	0.62	-	-
Amruta Velumani	0.75	1.88	-	-

### C. Related party transaction other than those with key management personnel

	Transaction value		Balance outstanding	
	Year ended 31 March 2021	Year ended 31 March 2020	31 March 2021	31 March 2020
<b>Material sale</b>				
Sumathi Healthcare Private Limited	0.16	-	-	-
<b>Rent Paid / payable</b>				
Sumathi Healthcare Private Limited	-	-	-	-
<b>Outlab processing charges paid / payable</b>				
Equinox Labs Private Limited	0.00*	0.02	0.03	0.03
<b>Payment of lease liabilities</b>				
Sumathi Healthcare Private Limited	0.41	1.27	0.35	0.70
<b>Loan taken from</b>				
Pavilion Commercial Private Limited	-	-	-	2.50
<b>Loan Repaid</b>				
Pavilion Commercial Private Limited	2.50	-	-	-
<b>Interest paid</b>				
Pavilion Commercial Private Limited	0.14	0.23	-	-
<b>Revenue from operations</b>				
Thyrocare Gulf Laboratories WLL	0.83	3.96	1.01	2.53
Sumathi Memorial Trust (refer note)	0.32	3.80	0.18	1.19
<b>Receipt on liquidation of investment</b>				
Thyrocare International Holding Company Ltd, Mauritius	-	0.03	-	-
<b>Testing charges paid/ payable</b>				
Sumathi Healthcare Private Limited	1.51	-	-	-
<b>Loss on liquidation of investment (for which provision made in earlier years)</b>				
Thyrocare International Holding Company Ltd, Mauritius	-	1.59	-	-



<b>Provision for doubtful trade receivables</b>				
Thyrocare Gulf Laboratories WLL	-	1.62	2.27	2.27
<b>Reimbursement of expenses paid</b>				
Thyrocare Gulf Laboratories WLL	0.01	0.36	-	-
Sumathi Healthcare Private Limited	0.34	0.86	-	-
<b>Reimbursement of expenses received</b>				
Sumathi Healthcare Private Limited	0.29	0.99	0.08	-
<b>Technical assistance fees income</b>				
Thyrocare Gulf Laboratories WLL	2.17	1.06	2.60	3.09
<b>Sale of property, plant and equipment, addition to capital work-in-progress</b>				
Thyrocare Gulf Laboratories WLL	0.18	-	-	-
<b>Dividend paid</b>				
Anand Velumani	0.63	1.58	-	-
Dr A Velumani HUF	1.49	3.55	-	-
A Sundararaju HUF	2.42	6.04	-	-
Sumathi Infra Project LLP	1.58	3.94	-	-
Mahima Advertising LLP	1.26	3.15	-	-
Thyrocare Properties & Infrastructure Private Limited	5.22	13.04	-	-
Thyrocare Publications LLP	6.53	16.34	-	-
Pavilion Commercial Private Limited	0.01	0.03	-	-
<b>Advances received towards sale of property</b>				
Sumathi Healthcare Private Limited	-	25.00	25.00	25.00
<b>Investment in equity instruments (At historical cost)</b>				
Equinox Labs Private Limited	-	-	20.00	20.00
<b>Security deposits given/ (repaid)</b>				
Sumathi Healthcare Private Limited	-	-	1.54	1.54

## Notes :

- I. The key management personnel, or their related parties, hold position in other entities that result in them having control or significant influence over these entities. These entities transacted with the Company during the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were at arm's length and in the normal course of the business.
- II. Sumathi Memorial Trust, a charitable trust managed by the promoters of the Company as trustees, in tie up with other NGO subsidised the cost of PETCT scans for the cancer patients who can not afford the cost of the PETCT scan, by direct payment to the Company towards PETCT scans of such cancer patients.

**39. Additional information to the financial statements**

(All amounts in Rs crores, unless otherwise stated)

**a. Due to Micro and Small Enterprises**

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro and Small enterprises. On the basis of the information and records available with the Management, the outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 are set out in following disclosure. This has been relied upon by the auditors.

	31-03-2021	31-03-2020
I) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	0.53	0.70
II) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
III) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
IV) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
V) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2021

## 39. Additional information to the financial statements

b. The Group's international transactions and domestic transactions with related parties are at arm's length as per the independent accountants report for the year ended 31 March 2020. Management believes that the Group's international transactions and domestic transactions with related parties post 31 March 2020 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

**c. Disclosure as per the Advisory issued by the Securities and Exchange Board of India of material impact of COVID-19 pandemic on listed entities under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'LODR Regulations'/'LODR')**

### Impact on business

The novel coronavirus [COVID-19] pandemic continues to spread around the globe rapidly. The virus has taken its toll on not just human life, but business and financial markets too, the extent of which is currently indeterminate.

In view of the lockdown across the country due to the outbreak of COVID pandemic during the previous year, operations of the Company (collection centers, imaging centers, centralized processing laboratory, regional processing laboratories and offices, etc.) were scaled down or shut down from second half of March 2020. Although some of the states have initiated measures to lift the lockdown either partially or fully in the later part of the financial year, the duration of this lockdown was uncertain in almost all the states. Due to surge of COVID-19 cases in India, in the month of March 2021, the country might face partial/ full lockdown.

The Company has resumed its full operations in the second quarter of financial year and as compared to the previous year is better equipped to manage the operations effectively in the event of a lockdown.

The Company is also authorized by ICMR to perform COVID-19 tests using RT-PCR technology.

The Company continues to closely monitor the situation and will take appropriate action as necessary to scale up operations in compliance with the applicable regulations. As per the Company's current assessment, there is no significant impact estimated in respect of the carrying amounts of assets of the Company including inventories, intangible assets, trade receivables, investments and other financial assets, and the Company continues to closely monitor changes in future economic conditions. In view of the estimation uncertainty arising from the unprecedented nature of the COVID-19 pandemic, the eventual outcome of the impact of the pandemic may be different from that estimated as on the date of approval of these financial results.

### *Estimation uncertainty arising from COVID*

The Group continue to closely monitor the situation and take appropriate action, as necessary to scale up operations, in due compliance with the applicable regulations. As per our current assessment, no significant impact on carrying amounts of inventories, goodwill, intangible assets, trade receivables, investments and other financial assets is expected, and we continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these financial results.

### *Steps taken for smooth functioning of operations*

The business of the Group largely depends on the test requisitioned by the medical practitioners, hospitals, clinics and dispensaries. The tests requisitioned are processed at the centralised processing laboratory or at regional processing laboratory. The Group has adequate resources to ensure that the samples are routed to the centralised processing laboratory or at regional processing laboratory. Meanwhile, the Group, being engaged into healthcare, has already taken all adequate measures to ensure safety of its employees, executives, senior employees, directors, vendors and customers, to ensure smooth and safe functioning of operations.

### *Other Disclosures*

The Group has conserved sufficient liquid resources to ensure the operations of the Group are conducted smoothly.

The Group has no debt obligations as on date and there are no any impact foreseen on the assets of the Group, other than already disclosed in this financial statement or this disclosure.

The Group has inculcated prudent financial discipline among the management team to ensure maintenance and improvising the financial stability and strength of the Group through enhanced internal financial reporting and better control.

### Estimation uncertainty arising from COVID

The Group continue to closely monitor the situation and take appropriate action, as necessary to scale up operations, in due compliance with the applicable regulations. As per our current assessment, no significant impact on carrying amounts of inventories, goodwill, intangible assets, trade receivables, investments and other financial assets is expected, and we continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these financial results.

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Name of entity	Country of Incorporation	Shareholding % As on	
		31 March 2021	31 March 2020
Nuclear Healthcare Limited	India	100%	100%

### Associates

The details of the Company's associates at 31 March 2020 is set below.

The country of incorporation is also the principal place of business.

Thyrocare International Holding Company was liquidated during the current year and the Company has received the liquidation proceeds during the current year.

Name of entity	Country of Incorporation	Shareholding % As on	
		31 March 2021	31 March 2020
Equinox Labs Private Limited	India	30%	30%
Thyrocare International Holding Company	Mauritius	-	9.09%

h. Additional information as required under para 2 of General Instruction for the preparation of Consolidated Financial Statements of Schedule III to the Companies Act, 2013.

Name of the enterprises	Net assets i.e total assets minus total liabilities		Share in profit or loss	
	As (%) of consolidated net assets	Amount (INR in crore)	As (%) of consolidated profit and loss	Amount (INR in crore)
<b>Parent group</b>				
Thyrocare Technologies Limited	104.26%	445.46	104.60%	118.36
<b>Subsidiary</b>				
Nuclear Healthcare Limited	10.17%	43.48	-5.58%	(6.61)
Eliminations	-14.43%	(61.66)	1.25%	1.41
	<b>100.00%</b>	<b>427.28</b>	<b>100.00%</b>	<b>113.15</b>

i. The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

**For and on behalf of the Board of Directors of  
Thyrocare Technologies Limited**  
CIN - L85110MH2000PLC123882

**Amar Sunder**  
Partner  
Membership No: 078305

**Dr. A Velumani**  
Managing Director  
DIN - 00002804

**A Sundararaju**  
Executive Director & CFO  
DIN - 00003260

Mumbai  
8 May 2021

**Ramjee D**  
Company Secretary  
Membership No - F2966  
8 may 2021

# Notice

Notice is hereby given that the 21st Annual General Meeting of the Company will be held at 3.00 P.M. on Saturday, June 26, 2021, through video-conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt:
  - (a) the Stand-alone Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Board's Report and Auditors' Report thereon.
  - (b) the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Auditors' Report thereon.
2. To confirm payment of Interim Dividend of Rs. 10/- (Rupees Ten only) per share already paid and declare a Final Dividend of Rs. 15/- (Rupees Fifteen only) per share, making the total dividend as Rs. 25/- per share for the Financial Year 2020-21.
3. To appoint a Director in the place of Mr. A. Sundararaju (DIN: 00003260), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. MSKA & Associates, Chartered Accountants, (Firm's Registration No. 105047W) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the Twenty First Annual General Meeting till the conclusion of the Twenty Sixth Annual General Meeting, at such remuneration plus reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

## Special Business:

5. Ratification of Remuneration to the Cost Auditor for the Financial Year 2020-21:

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 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of Rs. 1,00,000/- (Rupees One Lakh only) fixed by the Board of Directors for Mr. S. Thangavelu, Cost and Management Accountant, appointed as the Cost Auditor of the Company, for conducting audit of the cost records of the Company for the financial year 2020-21, excluding applicable tax, if any, and reimbursement of travelling and other out-of-pocket expenses, if any, incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

6. Approval of Employees Stock Option Scheme 2020-21:

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

**"RESOLVED AS SPECIAL RESOLUTION,** 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, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of SEBI (Share Based Employee Benefits) Regulations 2014, as amended from time to time, and in furtherance of the resolutions passed on this subject in the earlier Annual General Meetings,

**THAT** consent / approval of the Members be and is hereby given for granting Stock Options not exceeding 40,429 Nos. in total, exercisable into equivalent number of equity shares, to the eligible employees of the Company as Employees Stock Options for the financial year 2020-21, to be exercised as per the rules of the said Scheme, and as part of the Company's ESOP Scheme envisaging distribution of a total number of 5,05,359 Stock Options, over a period of ten years commencing from 2014-15, (which includes both Stock Options already granted and Stock Options yet to be granted) exercisable into equivalent number of new Equity Shares,

**THAT** the Options granted but not exercised by any of the employees as a result of his / her becoming ineligible for exercising the granted Options, for whatever reason, would be added back to the Pool, and would be available for subsequent distribution, subject to the statutory rules and regulations.

**THAT** the Board of Directors of the Company be and is hereby authorised to issue and allot new Equity Shares upon exercise of Stock Options by Employees as and when they get vested.

THAT the new Equity Shares so issued and allotted to the concerned employee-allottees shall be issued in dematerialised form, and shall be credited to the respective demat account of the employee-allottees with National Securities Depository Limited or Central Depository Services (India) Limited, as the case may be, and shall be listed in both National Stock Exchange of India Ltd., and BSE Limited.

THAT the new Equity Shares so issued and allotted to the concerned employee-allottees against the Stock Options exercised by them, shall be subject to the Memorandum & Articles of Association of the Company, and shall rank pari passu in all respects with the Equity Shares of the Company already existing for the time being.

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

- i) to formulate one or more schemes, policies, rules, regulations and guidelines and to modify, revise, rescind and/or restructure any existing or new schemes, policies, rules, regulations and guidelines at their discretion, if deemed necessary or desirable by them for proper implementation, operation, management and administration of the Scheme, subject to the applicable statutory rules and regulations for the time being in force.
- ii) to determine the individual number of Stock Options to be granted for each of the eligible employees every year, and to fix up / revise the basis, norms, rules, modus operandi, etc., for this purpose.

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

iv) to issue and allot new Equity Shares as and when the Stock Options granted get vested and the employees exercise their Options.

v) to delegate any of the powers conferred upon them to a Committee of Directors, Committee of Executives or to any individual director/executive.

vi) to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in relation to formulation, implementation, operation, management and administration of the ESOP Scheme without requiring the Board to secure any further consent or approval from 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.**  
Company Secretary & Compliance Officer

May 08, 2021  
Registered Office  
D-37/1, TTC Industrial Area, MIDC, Turbhe,  
Navi Mumbai-400 703

**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) had, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), during calendar year 2020, subject to fulfillment of various requirements specified therein. Securities and Exchange of Board of India (SEBI) had also issued a circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 announcing certain relaxations interrelated with holding the AGM through VC/OAVM.
2. MCA has issued General Circular No. 02/2021 dated January 13, 2021 allowing the Companies whose AGMs become due in the year 2021 to conduct the AGMs in accordance with the requirements provided in the General Circular 20/2020. SEBI has also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January

- 15, 2021 extending the relaxations announced in their circular cited above, till December 31, 2021.
3. In compliance with the MCA Circulars and SEBI circulars cited above, and applicable provisions of Companies Act, 2013 and the Rules made thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 21st AGM of the Company is being convened to be conducted through VC/OAVM. The venue of the AGM shall be deemed to be the Corporate Office of the Company situated at D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400703.
4. In line with the MCA & SEBI Circulars, the notice of the 21st AGM along with the Annual Report 2020-21 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depositories.
5. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at "www.thyrocare.com", as well as on the

- websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com)
6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (Unit: Thyrocare Technologies Limited), C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400083.
  7. The Company has enabled the Members to participate at the 21st AGM through the VC/OAVM facility provided by Central Depository Services (India) Limited. The instructions for participation by Members are given in a separate attachment.
  8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.
  9. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  10. As per the provisions under the MCA Circulars and SEBI Circular cited above, Members attending the 21st AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  11. As per the provisions of Sec. 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, since the 21st AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 21st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  12. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Company or upload on the VC portal / e-voting portal.
  13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  14. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting prior to the AGM and e-voting during the AGM.
  15. The process of remote e-voting with necessary user id and password is given in a separate attachment. Such remote e-voting facility is besides e-voting that will take place at the 21st AGM being held through VC/OAVM. The Members can make use of either of the above two facilities for casting their vote.
  16. Members who join the meeting through VC/OAVM and have not already cast their vote by means of remote e-voting prior to the AGM, shall be able to exercise their right to vote through e-voting at the AGM.
  17. Those Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
  18. The Company has appointed M/s. S. Anantha & Ved LLP, Practising Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
  19. The Register of Members and Share Transfer books will remain closed from 19th June 2021 to 26th June 2021 (both days inclusive) for annual closing and determining the entitlement of members for the final dividend for 2021.
  20. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by writing to the Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited (Unit: Thyrocare Technologies Limited), C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083.
  21. 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.
  22. 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 financial year 2020-21,

23. Members are requested to send all communication relating to shares (Physical/Electronic) to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited (Unit: Thyrocare Technologies Limited), C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400083.

24. Some of the Members have not claimed dividend paid for the earlier years, and these unclaimed dividend amounts have been transferred to the respective Unpaid Dividend Accounts, as per details given below:

Dividend for	No. of Shareholders who have not claimed	Unclaimed - Amount	Date of declaration	Date of transfer to Unpaid Account	Last date for transfer to Investor Education Fund
2015-16 Final	1454	1,92,390	12.09.2016	12.10.2016	12.10.2023
2016-17 Interim	375	62,590	28.01.2017	27.02.2017	27.02.2024
2016-17 Final	371	72,100	12.08.2017	11.09.2017	10.09.2024
2017-18 Interim	308	60,255	03.02.2018	05.03.2018	04.03.2025
2017-18 Final	322	55,740	01.09.2018	01.10.2018	30.09.2025
2018-19 Final	240	2,07,860	24.08.2019	23.09.2019	22.09.2026
2019-20 Interim	277	59,520	07.11.2019	06.12.2019	05.12.2026
2020-21 Interim	73	24,107	28.10.2020	27.11.2020	27.11.2027

25. Such members may please note that dividend amounts 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. What is more, such shares shall also be transferred to the said Fund, thereby rendering them ceasing to be members and forfeiting them from exercising voting rights. 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. There is no Dividend amount relating to previous years, which remains unpaid / unclaimed for a period of seven years, requiring transfer to the Investor Education & Protection Fund under the provisions of Section 124 of the Companies Act, 2013.

26. 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, as well as the Certificate from the Statutory Auditors relating to the Company's Stock Option Scheme under SEBI (Share

Based Employee Benefits) Regulations, 2014, will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an email to [investor\\_relations@thyrocare.com](mailto:investor_relations@thyrocare.com).

27. 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](http://www.thyrocare.com). The said Form can also be obtained from the website of Company's Registrar & Share Transfer Agents, <https://linkintime.co.in/client-downloads.html>

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

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

May 08, 2021  
Registered Office  
D-37/1, TTC Industrial Area, MIDC, Turbhe,  
Navi Mumbai-400 703



**Notes:****Item No. 3: Reappointment of Mr. A. Sundararaju, (DIN: 00003260) as Director liable to retire by rotation:**

A brief profile of Mr. A. Sundararaju, seeking reappointment as Director at the 21st Annual General Meeting, giving information as specified in Reg. 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, is given below:

<b>Date of Birth</b>	04-09-1958
<b>Date of Appointment on the Company's Board</b>	28-01-2000
<b>Brief Resume</b>	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.
<b>Expertise in specific functional areas</b>	He has over 25 years of experience in finance, legal and administrative functions.
<b>Disclosure of inter-se relationship between directors and key managerial personnel</b>	He is the brother of Dr. A. Velumani, Chairman & Managing Director.
<b>Names of listed entities in which she holds directorship, and/or membership or chairmanship of Committees of the Board.</b>	He is not holding directorship in any other listed entity.
<b>Number of shares held in the Company</b>	He holds 2,49,669 equity shares in the Company, equivalent to 0.47% of the total paid-up equity capital of the Company.

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

**Item No. 4: Appointment of Auditors.**

M/s B S R & Co. LLP, (earlier known as BSR & Co.) current auditors of the Company, were first appointed as Auditors of the Company for the year 2011-12, and have been holding the office for the past ten years continuously since then. In between, they converted the firm as a Limited Liability Partnership and are now known as BSR & Co. LLP.

As per the provisions of Companies Act, 2013, no listed company can appoint the same audit firm as Auditors for more than two consecutive terms of five years each. Therefore, the Company has to necessarily appoint some other firm of Chartered Accountants as Auditors.

The matter was discussed by the Audit Committee and Board of Directors, and it is proposed to appoint MSKA & Associates (Firm No.105047W) as Auditors of the Company for a period of five years from the conclusion of the 21st AGM till the conclusion of the 26th AGM on remuneration to be decided by the Board of Directors in consultation with the Auditors.

MSKA & Associates have given their consent to act as Auditors of the Company and also provided a certificate that their appointment, if made, will be in accordance with the applicable provisions of the Companies Act, 2013 and the Rules 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. 5: 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 2020-21.

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 2020-21 on a remuneration of Rs. 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. The remuneration fixed for the cost auditor is required to be ratified by the Members, as provided under Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014.

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 for payment of remuneration to the Cost Auditor, as set out at Item No. 5 of the Notice.

**Item No. 6: Approval of Employees Stock Option Scheme 2020-21:**

In the year 2014, 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 (Employees Share Purchase 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, 1,34,236 shares have already been transferred to the respective employees together with dividend paid thereon and kept in the Bank, and transfer of the remaining 364 equity shares to one employees is in the process and is expected to be completed shortly.

The Company had also decided then to introduce an Employees Stock Option Scheme and grant to 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, amounting to 5,05,359 Numbers of Stock Options, excisable

into equivalent number of new Equity Shares of Rs. 10/- each, 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%

In accordance with the Scheme, it is proposed to distribute Stock Options not exceeding 40,429 Stock Options (with individual entitlements rounded off), equivalent to 0.08% of the paid-up capital of the Company, as Employees Stock Options for the Financial Year 2020-21.

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 2021 are as follows:

A Brief description of the scheme(s);

In the year 2015, the Company introduced the Employees Stock Option Scheme with a view to attracting and retaining the talent, instilling a sense of belonging in the minds of the employees and thereby motivating the employees to excel in their performance and thus contribute to the growth of the Company.

The Scheme envisages issue of Stock Options equivalent to 1% of the then paid-up capital of the Company made up of 50,53,5971 equity shares of Rs. 10/- each, aggregating to 5,05,359 \* Stock Options (exercisable into corresponding number of equity shares) to be distributed over a period of ten years, starting 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 the limit fixed for each year, the number of Stock Options to be issued to individual employees will be decided based on the norms fixed by the Nomination & Remuneration Committee (Compensation Committee) and Board of Directors for each year.

Financial Year	Stock Options issued	Stock Options lapsed	Stock Options exercised or yet to be vested
2014-15	40,434	6,461	33,973
2015-16	50,537	12,778	37,759
2016-17	50,516	19,662	30,854
2017-18	40,452	Not yet vested	40,452
2018-19	40,429	Not yet vested	40,429
2019-20	40,429	Not yet vested	40,429
2020-21	40,429	Not yet vested	40,429
<b>Options issued</b>	<b>303,226</b>	<b>38,901</b>	<b>264,325</b>
<b>Options available for further distribution.</b>			<b>241,034</b>
<b>Total</b>			<b>505,359</b>

B	The total number of options, SARs, shares or benefits, as the case may be, to be granted;	A total number of 5,05,359 Stock Options is envisaged under the Scheme for distribution over a period of ten years. A total number of 40,429 Stock Options would be granted, this year, out of the remaining Options after considering the Options already utilised.
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 at the end of the relevant financial year and continuing in service as on the date of sanction of the Scheme of the relevant year 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 the face value of the share, i.e. 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 two years of continuous service as at the end of the relevant financial year will be eligible to participate. Individual eligibility will be determined based on their contribution, work discipline, seniority, etc.
I	Maximum number of options, SARs, shares, as the case may be, to be issued per employee and in aggregate;	Within the total number of 40,429 Stock Options, the maximum number of Options to be granted per employee will be decided based on specified norms.
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 against the Stock Options exercised by them.
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 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 contemplate 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.
R	Any other useful information	We have obtained In-Principle approval from both NSE and BSE for the entire no of shares covered under the Scheme. However, trading approval will have to be obtained every year as and when the Options get vested and are exercised by the employees concerned and new Shares are to be issued and allotted to the employees.

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 Vesting 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. 6 of the Notice, (other than the Company Secretary and Senior Managerial Personnel, who would be entitled to Stock Options as per the terms of the Scheme).

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

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

May 08, 2021  
Registered Office : D-37/1, TTC Industrial Area, MIDC, Turbhe,  
Navi Mumbai-400 703

## CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.thyrocare.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

### The instructions of shareholders for remote e-voting and e-voting during AGM/EGM and joining meeting through VC/OAVM are as under:

- (i) The voting period begins on June 23, 2021 at 9:00AM and ends on Friday June 25, 2021 at 5:00PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 18 June 2021 the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</p>

	<p>After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor\\_relations@thyrocare.com](mailto:investor_relations@thyrocare.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## Instructions for shareholders attending the AGM/EGM through VC/OAVM & e-voting during meeting are as under:

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast four days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([investor\\_relations@thyrocare.com](mailto:investor_relations@thyrocare.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance four days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## Process for those shareholders whose email/mobile no. Are not registered with the company/depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



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