



Thyrocare Technologies Limited

CIN: L85110MH2000PLC123882

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

Phone: +91 - 8422945537 | Website: www.thyrocare.com | Email: compliance@thyrocare.com

Notice of 25th Annual General Meeting

Notice is hereby given that the 25th Annual General Meeting ("AGM") of the members of Thyrocare Technologies Limited ("Company") will be held on **Thursday, July 31, 2025, at 10:30 A.M.**, at the Corporate Office of the Company, at **D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400 703**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Board's Report and the Auditors' Report thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the Auditors' Report thereon.
- To declare **final dividend** of ₹21/- per equity share of face value of ₹10/- each for the financial year ended March 31, 2025.
 - To re-appoint **Dr. Dhaval Shah** (DIN: 07485688), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration to the cost auditor for the financial year 2025-26

To consider and, if thought 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 ("**the Act**"), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of ₹1,10,000/- (Rupees One Lakh and Ten Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, to be paid to Mr. S. Thangavelu, Cost and Management Accountant, the Cost Auditor appointed by the Board of Directors on recommendation of the Audit Committee, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. Approval for entering into material related party transactions with Docon Technologies Private Limited

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

"RESOLVED THAT pursuant to the provisions of Section 188 and applicable provisions of the Companies Act, 2013 ("**the Act**") read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**Listing Regulations**"), other applicable laws, and the Company's Related Party Transactions Policy, and subject to such other approval(s), consent(s) and permission(s) as may be required to be obtained from time to time and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into Material Related Party Transaction(s) by way of Contract(s) /Arrangement(s) / Agreement(s) / transaction (s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Docon Technologies Private Limited ("**Docon**") the holding Company and a related party within the meaning of Section 2(76) of the Act and under Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value not exceeding ₹ 168 crore, on such material terms and conditions including tenure as detailed in the explanatory statement to this

Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**Board**") which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

Place: Navi Mumbai
Date: April 23, 2025

6. Appointment of Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s Mehta & Mehta, Practicing Company Secretaries (Firm Regn. No.: MU000019250) (Peer review Certificate No. P1996MH007500) as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company to be held in Financial year 2030 (i.e., for the Financial Year April 01 2025, to March 31, 2030), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company or any Committee of the Board of Directors ('the Board') and Secretarial Auditors.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto."

By Order of the Board
For Thyrocare Technologies Limited

Brijesh Kumar
Company Secretary & Compliance Officer
ICSI Membership No: A36070

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

NOTES:

1. AS PER THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 (**"THE ACT"**), A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such a person shall not act as a proxy for any other shareholder. Members may please note that the Proxy does not have the right to speak at the Meeting and can only vote at the poll.
3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by certified copy of appropriate resolutions/authority, as applicable. Form of Proxy is enclosed. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. In the case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
5. Members / Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3, pursuant to Regulation 36(3) of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking reappointment at this AGM are also annexed as Annexure - 2.
7. **DIVIDEND RELATED INFORMATION:**
 - (i) The Board of Directors has recommended dividend of ₹ 21 per equity share of the face value of ₹10 each for the year ended March 31, 2025 for the approval of the members at the AGM.
 - (ii) **Record Date:** Record Date for the purpose of dividend shall be July 25, 2025, for determining entitlement of members to receive dividend for the financial year ended March 31, 2025.
 - (iii) The dividend, if approved, will be paid by crediting it into the bank account of the respective shareholders / beneficial owners, as provided by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") through ECS or NECS or electronic transfer. In case of non-availability of bank details and in case of ECS, NECS, or electronic payment being rejected, dividend will be paid by demand draft.
 - (iv) Members are requested to notify immediately any change in their address, bank account details and email id to their respective DPs in respect of shares held by them in electronic (demat) mode.
 - (v) The Listing Regulations read with the Master circular issued by the Securities and Exchange Board of India ("SEBI") dated May 17, 2023, mandates the companies to use any electronic mode of payment approved by the Reserve Bank of India for making payment to the shareholders. Accordingly, the dividend, if declared, will be paid through electronic mode, where the bank account details of the shareholders are available.
 - (vi) **TAX RELATED INFORMATION:** Shareholders may note that as per the Income Tax Act, 1961 (the 'IT Act'), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1 April 2020 shall be taxable in the hands of the shareholders. The Company is also required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident). To enable compliance with TDS requirements, members holding shares in electronic mode are requested to complete and/or update their residential status, PAN, category, e-mail address, mobile number, bank account details and address with PIN code (including country) as per the IT Act with their depository participants and in case shares are held in physical form, with the Company, by sending documents/ declarations on or before July 28, 2025, at compliance@thyrocare.com or to RTA of the Company at rnt.helpdesk@in.mpms.mufig.com.
8. The Company's equity shares are listed at (i) National Stock Exchange of India Limited and (ii) BSE Limited and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2025-26.

9. The name of Registrar and Transfer Agent of the Company is changed to MUFG Intime India Private Limited (RTA) from Link Intime India Private Limited, with effect from December 31, 2024. This is pursuant to acquisition of Link Group by Mitsubishi UFJ Trust and Banking Corporation, by way of scheme of arrangement. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent ("RTA") at M/s. MUFG Intime India Private Limited (Unit: Thyrocare Technologies Limited), C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400 083.
10. **Unclaimed Dividend:** Shareholders are requested to note that dividends, which are not encashed and remain unpaid / unclaimed for seven years from the date of transfer of the same to the Unclaimed Dividend Account, will be transferred to the Investors Education and Protection fund (IEPF) established by Central Government as per the provisions of Sections 124 and 125 of the Act.
11. **Shares due to transfer to IEPF:** Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will also be required to be transferred to the IEPF pursuant to Section 124(6) of the Act. Relevant details in this respect are posted on the Company's website <https://investor.thyrocare.com/unclaimed-dividend/>
12. The details of Dividend and Shares transferred to IEPF are provided in the Corporate Governance report which is forming part of the Annual Report for the Financial year 2024-25.
13. The dividend that remains unclaimed out of the dividend declared for the financial year ended March 31, 2019, is due for transfer to IEPF. Members are requested to Contact Company or RTA immediately to encash the unclaimed dividend. The Company has uploaded the details of unpaid / unclaimed dividend on the website of the Company.
14. The Company has sent communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from court / authority restraining transfer, payment of dividend etc.
15. For the purpose of dispatch of this notice, shareholders of the Company holding shares in dematerialized form as on June 27, 2025, have been considered.
16. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., July 25, 2025, such person may obtain the User ID and Password from our RTA by

e-mail request on rnt.helpdesk@in.mpms.mufig.com or can send e-mail to compliance@thyrocare.com.

17. INSPECTION OF DOCUMENTS:

The Company has been maintaining, inter alia, the following statutory registers at its registered office at D/37-1, TTC Industrial Area, MIDC Turbhe, Navi Mumbai, Maharashtra, 400703, which are open for inspection by the members in terms of the applicable provisions of the Act, from Monday to Friday from 10:00 a.m. to 12:30 p.m., except holidays:

- (i) Register of contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
- (ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.
- (iii) The certificate from the Secretarial Auditors of the Company certifying that the Thyrocare Employee Stock Option Scheme is implemented/ being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the members of the Company in respect thereof, will also be available for inspection by the members at the AGM.

Relevant documents referred to in this Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10:00 a.m. to 12:30 p.m., except holidays, up to the date of the AGM.

GENERAL INSTRUCTIONS FOR MEMBERS/PROXIES:

18. In terms of section 101 and 136 of the Act read together with the rules made thereunder and relevant provisions of the Listing Regulations, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly sending soft copies of the above referred documents to all those members, who have registered their e-mail addresses with their respective DPs or with the RTA of the Company and for members who have not registered their e-mail addresses, physical copies of the notice of annual general meeting are being sent in the permitted mode. Members may note that Annual Report for financial year 2024-25 and the Notice

- along with proxy form and attendance slip will also be available on the Company's website at <https://investor.thyrocare.com/shareholders-meeting/agm-notices/>, website of the Stock Exchanges, i.e., BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of CDSL at <https://www.evotingindia.com/noticeResults.jsp>
19. Those Members who have not registered their E-mail IDs with the agencies with whom they are having Demat account, may send an email to Company's mail id compliance@thyrocare.com giving their mail id, for the limited purpose of receiving the annual report. However, they are advised to register their mail id with their Depository Participants ("DPs") A member may send their request on compliance@thyrocare.com to the Company for obtaining physical copies of Notice of the Annual General Meeting along with Annual Report quoting their name and DPID and client ID. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
 20. Institutional/corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body's resolution/authorisation, etc., authorising its representative to attend and vote at the AGM on its behalf or through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to mspitrodaandco@gmail.com
 21. Members attending the AGM in-person shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
 22. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 23. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
 24. **Nomination:** 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, <https://investor.thyrocare.com/investor-faq/>. The said Form can also be obtained from the Company's RTA.
 25. In terms of the provisions of section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, and in terms of SEBI circular dated December 09, 2020, in relation to e-voting facility provided by listed companies, the members are provided with the remote e-voting facility to exercise votes on the items of business given in this Notice, through the e-voting platform provided by CDSL or to vote at the AGM.
 26. The members, whose name appears in the Register of Members/list of Beneficial Owners as on July 25, 2025, (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
 27. Members can cast their vote online through remote e-voting from Monday, July 28, 2025, (9:00 a.m.) till Wednesday, July 30, 2025, (5:00 p.m.) and also cast their vote at the AGM venue. Voting beyond the said date shall not be allowed.
 28. Detailed instructions for voting through the e-voting platform are given in **Annexure - 1** to the Notice.
 29. A member will not be allowed to vote again at the Annual General Meeting on any resolution for which he has already cast his vote using the remote e-voting facility.
 30. However, those who have not cast their vote using the remote e-voting facility may cast their vote using the ballot paper/ e-voting that will be made available at the Annual General Meeting venue, pursuant to the provisions of Section 107 of the Act read with Rule 20 of the Companies (Management and Administrations) Rules, 2014.
 31. The Company has appointed M/s. M. S Pitroda & Co, Practising Company Secretary Mumbai, as Scrutinizers to scrutinize the e-voting and voting at the venue of AGM in a fair and transparent manner.
 32. The Scrutinizers shall, immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make within a period not exceeding two working days from the conclusion of the meeting, a consolidated scrutinizers' report of the total votes cast in favour of or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.

33. The Chairman or the person authorised by him, shall declare the result of the voting forthwith and the said results, along with the report of the Scrutinizers, shall be placed on the website of the Company, <https://investors.thyrocare.com> and on the website of CDSL, <https://www.evotingindia.com/noticeResults.jsp>, and will also be forwarded simultaneously to National Stock Exchange of India Limited and BSE Limited.
34. A route map indicating prominent landmark for easy location of the Corporate Office of the Company where the Annual General Meeting will be held is enclosed.
35. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal
- (i) This is to inform you that SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD1 /P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities in the securities market.
- (ii) SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- (iii) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

By Order of the Board
For Thyrocare Technologies Limited

Brijesh Kumar
Company Secretary & Compliance Officer
ICSI Membership No: A36070

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

Place: Navi Mumbai
Date: April 23, 2025

EXPLANATORY STATEMENT

[Pursuant to the Section 102 of the Companies Act, 2013.]

Item No. 4: Ratification of remuneration to the Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the Members of the Company.

Based on the recommendation of the Audit Committee, the Board has approved the appointment of **Mr. S. Thangavelu**, Cost and Management Accountant (Membership No. 11315), as Cost Auditor of the Company to conduct the audit of cost records for the financial year 2025-26, at a remuneration of ₹1,10,000/- (Rupees One Lakh Ten Thousand only) plus applicable taxes, out-of-pocket and travelling expenses.

The Cost Auditor has furnished the eligibility and other requisite disclosure, in terms of the relevant provisions of the Act read with the Rules framed thereunder.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in **Item No. 4** of the accompanying Notice for ratification of the remuneration payable to the Cost Auditor of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at **Item No. 4** of the Notice for approval of the Members.

Item No. 5: Approval for entering into Material Related Party Transactions with Docon Technologies Private Limited.

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations"), a transaction with a related party is considered material if the transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, such material related party transactions shall require approval of shareholders of the Company by way of an Ordinary Resolution under Regulation 23(4) of the Listing Regulations and the Company's Policy on Materiality of Related Party Transactions.

Docon Technologies Private Limited ("**Docon**") is the Holding Company of Thyrocare Technologies Limited, holding 71.06% of the equity share capital of the Company. Therefore, Docon is a related party as per Section 2(76) of the Companies Act, 2013 ("**the Act**") and Regulation 2(1)(zb) of the Listing Regulations.

In view of the business synergy between the Company and Docon, both parties have entered into arrangements whereby the Company renders medical/pathological diagnostic testing services to Docon on an exclusive basis, engages in the sale and/or purchase of consumables, and avails or provides certain functional and shared services in connection with the said business.

The proposed transactions with Docon are in the ordinary course of business and on an arm's length basis. Members are kindly informed that, the Audit Committee and the Board of Directors at their respective meetings held on April 23, 2025 approved & recommended the aforementioned proposal for approval of Members by way of an ordinary resolution.

The validity of the aforementioned proposal, if approved by the Members, shall be from the date of this AGM till the AGM to be held in the Calendar Year 2026.

Details of Proposed Related Party Transactions pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

Sr No	Description	Particulars
1.	Name of related party and nature of relationship	Docon Technologies Private Limited is the Promoter and Holding Company of Thyrocare, holding 71.06% of its equity share capital. Accordingly, it is a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.
2.	Type and particulars of proposed transactions	(a) Rendering of diagnostic testing services (b) Sale and purchase of consumables (c) Provision and availing of functional services (d) Reimbursement of expenses

Sr No	Description	Particulars
3.	Material terms of the transaction	Ordinary course of business and at arm's length basis. Terms comparable with those offered to/from other franchisees and service partners engaged in a similar scale of business.
4.	Tenure of the proposed transactions	Valid up to the next Annual General Meeting to be held in the Calendar Year 2026.
5.	Value of proposed transactions during FY 2025-26	Not exceeding ₹168 crore, comprising: ₹145 crore – Diagnostic Services ₹18 crore – Consumables ₹5 crore – Functional Support Services
6.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	24%
7.	Justification for the transaction	<p>The Company stands to benefit from increased business volumes and operational synergies by leveraging Docon's extensive digital healthcare network. The transaction terms are comparable to those offered to other franchisees and service partners, thereby ensuring fairness, competitiveness, and consistency in business practices.</p> <p>The proposed transaction has been reviewed and approved by the Independent Directors on the Audit Committee after considering its strategic and commercial rationale.</p> <p>Thyrocare is engaged in the business of providing diagnostic services across India. In the ordinary course of its business, it operates through a franchise model, where franchisees procure orders from hospitals, doctors, and patients. The Company conducts the required tests, shares the results with relevant stakeholders (either directly or through the franchisees), and collects the corresponding fees.</p> <p>Entering into this arrangement with Docon is aligned with the Company's regular business operations and offers the following benefits:</p> <ol style="list-style-type: none"> 1. Docon is also engaged in pan-India services and has a broad customer base, which will help expand Thyrocare's reach and increase service demand. 2. The businesses of Docon and the Company are complementary in nature, enabling mutual growth through strategic collaboration. 3. The proposed arrangement is expected to enhance the Company's revenue and profitability. 4. The transaction is structured on an arm's length basis and is in the ordinary course of business. 5. The terms and conditions of the arrangement including discount are consistent with those applicable to other franchisees and service partners of the Company. <p>Docon, with its extensive customer base and expertise in diagnostic services, plays a crucial role in supporting digital healthcare platforms that provide comprehensive solutions for their customers. Given its strong market presence and financial stability, the Company is confident in its ability to fulfill its obligations for this transaction.</p> <p>Docon has made a non-refundable deposit of ₹ 50,000/- as Healthcare Association Fee and a refundable deposit of ₹ 50,000/- which will be refunded on expiry of the agreement.</p>

Sr No	Description	Particulars
8.	Valuation or external report relied upon	The Related Party Transactions would be carried out on an arm's length terms and shall be in the ordinary course of business. Terms comparable with those offered to/from other franchisees and service partners engaged in a similar scale of business.
9.	Percentage of counterparty's turnover represented by the RPT	101.82% of Turnover of Docon as per latest audited financial statements for financial year 2023-24
10.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not applicable.
(i)	Details of the source of funds in connection with the proposed transaction	Not applicable.
(ii)	Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc.	Not applicable.
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not applicable.
(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable.
11.	Disclosure of related Directors/KMPs and their interest	Mr. Rahul Guha (MD & CEO), Mr. Dharmil Sheth, Mr. Hardik Dedhia, and Dr. Dhaval Shah, Directors of the Company, are also Directors/KMPs in Docon/API Holdings Limited and are therefore deemed to be interested in the proposed transaction.
12.	Voting restriction	As per Regulation 23(4) of the Listing Regulations, all related parties shall abstain from voting on this resolution.
13.	A summary of the information provided to the Audit Committee	The information was presented to the Audit Committee, where the Independent Directors, as committee members, unanimously approved the material related party transactions and recommended to the Board of Directors and the Company's Shareholders. At the time of approval, the Audit Committee was duly constituted and fully compliant with the applicable provisions of the Act and Listing Regulations.
14.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

As on the date of this Notice and up to the date of this AGM, the aggregate value of material related party transactions with Docon remains within the materiality threshold approved by the shareholders in the preceding AGM held on August 23, 2024, in accordance with Regulation 23 of the Listing Regulations. Accordingly, the Company confirms that it is seeking prior shareholder approval and that there has been no breach of the materiality limits nor any requirement for ratification as on this AGM.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives, except those mentioned in the aforesaid table, are concerned or interested in the resolution.

Basis the rationale and justification provided above, the Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

Item No. 6: To Appoint Secretarial Auditors of the Company

Pursuant to the amended Regulation 24A and Regulation 36(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") vide SEBI Notification dated December 12, 2024, and the applicable provisions of Section 204 of the Companies Act, 2013 ("**the Act**") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Mehta & Mehta, Practising Company Secretaries, as the Secretarial Auditors of the Company for a period of five (5) consecutive years from the conclusion of this Annual General Meeting ("**AGM**") until the conclusion of the 30th AGM, subject to approval of the Members.

The proposed remuneration to be paid to M/s. Mehta & Mehta for the financial year ending March 31, 2026 is ₹2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and out-of-pocket expenses. The fees for the subsequent financial years during the tenure shall be determined by the Board of Directors in consultation with the Secretarial Auditors, and based on the recommendation of the Audit Committee.

The Company had previously availed Secretarial Audit services from V Suresh Associates at a fee of ₹ 50,000/- for FY 2024-25. The increase in the proposed fees of ₹1,50,000/-, is justified based on the enhanced scope of work under the revised Listing Regulations, greater compliance complexity, coverage, and the senior-level team

composition of the incoming audit firm. The increase is in line with industry benchmarks for companies of similar size and regulatory requirements.

Credentials of the Secretarial Auditor:

The appointment of M/s. Mehta & Mehta has been recommended after a detailed evaluation of multiple firms based on key parameters including:

- Fulfilment of eligibility criteria under the Act, and Listing Regulations
- Peer Review status by the Institute of Company Secretaries of India (ICSI)
- Experience in handling secretarial audits of listed entities
- Quality and depth of past audit assignments
- Competence of the audit team, independence, and ethical standards

M/s. Mehta & Mehta is a reputed firm of Practising Company Secretaries with over 25 years of experience, headquartered in Mumbai and having a PAN India presence with branches in Delhi, Pune, Bengaluru, Hyderabad, and Kolkata. The firm is led by Mr. Atul Mehta, the Founding Partner and Past President of ICSI, and Ms. Dipti Mehta, a seasoned professional in corporate legal and compliance matters.

Supported by a team of more than 100 professionals, the firm specializes in secretarial audits, corporate governance reviews, due diligence, legal and regulatory compliance, and certification assignments. The firm is also peer-reviewed (Peer Review Certificate No.: P1996MH007500) and is known for its structured audit approach and quality assurance standards.

M/s. Mehta & Mehta has confirmed that it is eligible and not disqualified for appointment under the provisions of Regulation 24A of Listing Regulations and Section 204. The services to be rendered are within the scope prescribed under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for the approval of the Members.

Annexure - 1

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, July 28, 2025, 2025 at 9:00 A.M and ends on Wednesday July 30, 2025, at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record date of Friday July 25, 2025, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</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 helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **shareholders other than individual holding in Demat form**.

- 1) The shareholders should log on to the e-voting website 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,
- 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 HYPERLINK "http://www.evotingindia.com" 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:

	For Non - individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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) Click on the EVSN of the Company and choose to vote
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; compliance@thyrocare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

2. 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 or call at toll free no. 1800 21 09911

Voting facility at AGM:

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.

However, members who have voted through remote e-voting will be eligible to attend the AGM but shall not be entitled to cast their vote again.

Annexure - 2

Details of Directors seeking Re-appointment

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI).

Particulars	Details
Name	Dr. Dhaval Shah
Date of Birth and Age	October 18, 1988 Age - 36 years
DIN No	07485688
Date of Appointment	October 10, 2021
Qualifications	MBBS from Maharashtra University of Health Sciences, Nasik Postgraduate diploma in management from XLRI, Jamshedpur
Experience in years	Over 10 years
Expertise in specific functional areas	Dr. Shah began his career as a Consultant at McKinsey & Company Inc. He later co-founded 91Streets Media Technologies Private Limited, which subsequently merged with API Holdings Limited. He is also a Co-founder and Whole-time Director of API Holdings Limited.
Brief resume including experience, expertise in specific functional areas	He possess the required knowledge, experience and skill for the position of Director of the Company.
Terms and Conditions of Re-appointment	He will be a Non-Executive & Non-Independent Director and will be liable to retire by rotation.
Remuneration proposed to be paid	Nil
Remuneration last drawn in financial year 2024-25	Nil
Directorships held in other companies (excluding foreign companies)	1. Docon Technologies Private Limited 2. Nuclear Healthcare Limited 3. API Holdings Limited 4. Digi Bharat Platform Ventures Private Limited 5. DRS Shah Advisors Private Limited 6. 91streets Media Technologies Private Limited 7. Emergent Bharat Finance Private Limited 8. All Home Bharat Platform Private Limited Additionally, he is a Designated Partner at: 1. D Threes Consultancy Services LLP 2. Hadd Consultancy Services LLP
Listed entities from which the person has resigned in the past three years	NA
Memberships (M) /Chairmanships (C) of committees of other companies	Docon Technologies Private Limited - Corporate Social Responsibility Committee – Member
Relationship with other Directors and Key Managerial Personnel	None
Number of Board Meeting attended during the financial year 2024-25	Attended 3 out of 4 Board Meetings that were held during the financial year 2024-25.
Number of Equity Shares held in the Company including beneficial owner	None

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, Members who have not registered their e-mail address, so far, are requested to get their e-mail addresses updated through their concerned Depository Participants.

FORM NO. MGT-11

PROXY FORM

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

CIN: **L85110MH2000PLC123882**

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

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

Corporate Office: D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai 400703

Name of Members:

Registered Address:

E-mail ID:

Folio no./Client ID No:

DP ID:

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company for the financial Year 2024-25 to be held on Thursday, July 31, 2025 at 10:30 A.M., at Corporate office of the Company situated at D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400 703, and/or at any adjournment thereof in respect of resolutions as are indicated below:

Ordinary Business

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Board's Report and the Auditors' Report thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the Auditors' Report thereon.
2. To declare final dividend of ₹21/- per equity share of face value of ₹10/- each for the financial year ended March 31, 2025.
3. To re-appoint Dr. Dhaval Shah (DIN: 07485688), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business

- 4. Ratification of remuneration to the cost auditor for the financial year 2025-26.
- 5. Approval for entering into material related party transactions with Docon Technologies Private Limited
- 6. Appointment of Secretarial Auditors of the Company

Signed this

Please
affix
Revenue
Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. For corporate members of the Company, duly certified copy of Board Resolution passed at the meeting of their Board of Directors shall be required to appoint a representative to attend and vote at the General Meeting.

Attendance Slip for 25th Annual General Meeting

(to be handed over at the Registration Counter at the venue of the Meeting)

Folio No./DP ID/Client ID	
Name	
Address	
Shareholder Joint1	
Shareholder Joint2	
No. of Shares Held	

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company on Thursday, July 31, 2025, at 10.30 A.M. at the corporate office of the Company situated at D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400 703.

Member's
Folio / DP ID-Client ID no.

Member's
Proxy's name in Block letters

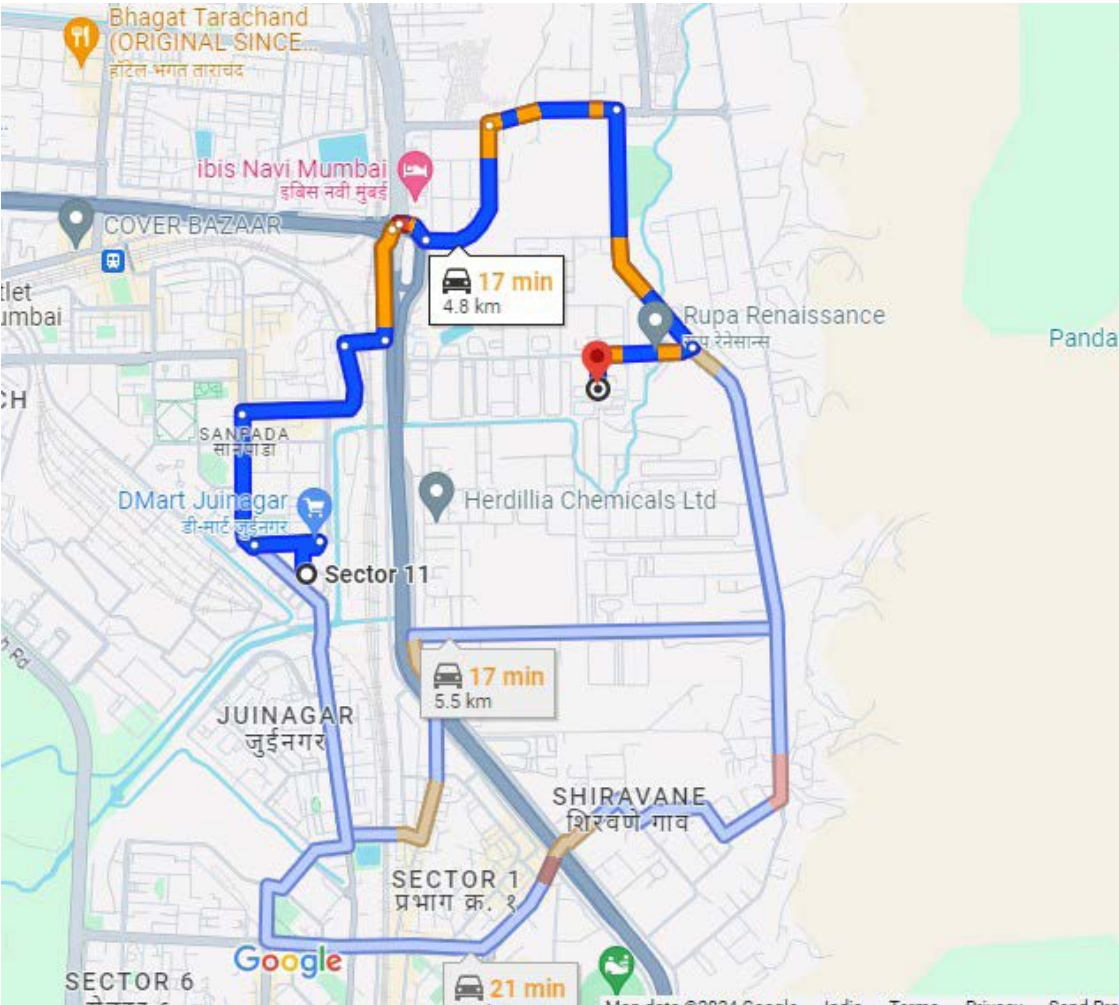
Member's
Proxy's Signature

Note:

- 1) Please fill up the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at the meeting hall
- 2) Electronic copy of the Annual Report for 2024-25 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

Note: Please read instructions given at note of the Notice of the Annual General Meeting, carefully before voting electronically.

Route Map from Juinagar Railway Station to the AGM Venue





www.thyrocare.com