



Tests you can trust

Thyrocare Technologies Limited

CIN: L85110MH2000PLC123882

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

Phone: +91-8422945537

Website: www.thyrocare.com; **Email:** compliance@thyrocare.com

POSTAL BALLOT NOTICE

(Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time)

Dear Member(s),

NOTICE is hereby given to the members of Thyrocare Technologies Limited ("**Company**"), pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for as per General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/ 2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024, dated September 19, 2024, and 03/2025 dated September 22, 2025 as well as other relevant circulars and notifications (collectively referred to as "**MCA Circulars**"), and other applicable laws, rules, regulations, circulars, and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the resolutions set out in this Postal Ballot Notice ("**Notice**") is proposed for approval by the Members of the Company by way of Ordinary & Special Resolution/s through Postal Ballot via remote e-voting only.

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, an explanatory statement containing the material facts and reasons/rationale for the proposed resolutions are annexed to this Notice for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose email addresses are registered with National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (hereinafter referred to as "**Depositories**"), or the Company's Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) ("**RTA**") as of the cut-off date, i.e. **Tuesday, October 14, 2025**. Members whose email addresses are not registered should follow the process provided in this Notice, to receive the login ID,

and password for remote e-voting. Physical copies of the Notice, Postal Ballot Form, and prepaid business reply envelope will not be sent to Members for this Postal Ballot.

The detailed procedure for remote e-voting is provided in the 'Notes' section of this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to Sections 108 and 110 of the Act, the Rules, the MCA Circulars, and SS-2, the Company is facilitating remote e-voting for its Members to cast their votes electronically in lieu of physical submission of the Postal Ballot Form.

The Company has engaged the services of CDSL to provide remote e-voting facilities to its Members. Instructions for remote e-voting are appended to this Notice. The Notice is also available on the Company's website at <https://investor.thyrocare.com/postal-ballot/>. Members are requested to carefully follow the instructions in the 'Notes' section and cast their votes by remote e-voting **not later than 5:00 p.m. (IST) on Sunday, November 16, 2025**. Votes cast after **5:00 p.m. on Sunday, November 16, 2025**, shall not be considered valid. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Vaibhav Dandawate (Mem. No. A51538 & CoP No. 27947), failing him Ms. Deepti Kulkarni (Mem. No. A34733 & CoP No. 22502), Partners of Makarand M. Joshi & Co., Practicing Company Secretaries (ICSI UIN.: P2009MH007000, Peer Review Certificate No. 6832/2025), as the Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process. The Scrutinizer's decision regarding the validity of the Postal Ballot will be final. **The remote e-voting period will commence on Saturday, October 18, 2025, at 9:00 a.m. (IST) and conclude on Sunday, November 16, 2025, at 5:00 p.m. (IST).**

The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at <https://investor.thyrocare.com/postal-ballot/> and on the website of CDSL at <https://www.evotingindia.com/noticeResults.jsp> immediately but not later than two working days after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

The item of businesses requiring the approval of Members through Postal Ballot via remote e-voting is as follow:

SPECIAL BUSINESSES:

1. Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 13, 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and Rules framed thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each, to Rs. 3,00,00,00,000 (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each by creation of additional 20,00,00,000 (Twenty Crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V

“V. The Authorised Share Capital of the Company is Rs. 300,00,00,000 (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) and the Chief Financial Officer and the Company Secretary and Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter

referred to or contemplated in this resolution, be and are hereby approved.”

2. Alteration of the Articles of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:

1. Replace Existing Clause 3 of Articles of Association of the Company

3. The authorized share capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the Regulations of the Company, and the Company may from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and the Companies Act, 2013 and the rules issued thereunder and vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf.

2. Insertion of New Clause No. 30A in the Articles of Association of the Company

30A CAPITALISATION OF PROFITS

- (a) The Company in General Meeting, may, on recommendation of the Board resolve:
 - (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-article (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

- (b) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:
- (i) paying up any amounts for the time being unpaid on shares held by such Members respectively;
 - (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
 - (iii) partly in the way specified in sub-article (i) and partly that specified in sub-article (ii).
 - (iv) A securities premium account and/or a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act and SEBI ICDR, in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.
 - (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/ Committee(s), be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments and writings as deemed necessary and to file necessary forms/web forms with the Registrar of Companies and to comply with all other requirements in this regard under any other Regulations/Rules for the time being in force and for any matters connected herewith or incidental hereto and delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

3. Issuance of Bonus Shares

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Foreign Exchange Management Act, 1999 ("FEMA") [including any statutory modification(s) or re-enactment(s) of the Act, Rules, SEBI ICDR, SEBI Listing Regulations and FEMA for the time being in force] and other applicable regulations, rules and guidelines issued, from time to time, by Ministry of Corporate Affairs ("MCA"), Securities and Exchange

Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from the concerned and appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any duly constituted Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding of approximately Rs. 106.11 Crores or such other sum as may be determined by the Board, out of the amounts standing to the credit of the Capital Redemption Reserve and/or Securities Premium Account and/or Free Reserves and/or Retained Earnings of the Company, as may be considered necessary by the Board for the purpose of issue and allotment of bonus equity shares of face value of Rs. 10 (Rupees Ten only) each and issue such bonus equity shares to the eligible members of the Company holding fully paid-up equity shares of the Company whose names appear in the Register of Members/ Beneficial Owners as on the "Record Date", as may be determined by the Board for this purpose, in the ratio of 2 new bonus equity shares of Rs. 10/- (Rupees Ten only) each, fully paid-up, for every 1 existing fully paid-up equity share held by the members and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such member and not as an income of the members.

RESOLVED FURTHER THAT the new equity shares of face value of Rs. 10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and that these bonus shares shall also be entitled to participate in full in any dividend(s) to be declared thereafter.

RESOLVED FURTHER THAT consequent upon the issue of bonus equity shares, the Board or the Nomination and Remuneration Committee of the Board be and is hereby severally authorized to make fair and reasonable adjustments to the exercise price and/or the number of shares to be issued against employee stock options granted and/or to be granted under the existing Thyrocare Employee Stock Option Scheme ("**Scheme**") of the Company and its subsidiary companies, in accordance with the applicable laws and Scheme, in a manner such that total value of the employee stock options to the employee remains the same after the bonus issuance.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s).

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent that they relate to Non-Resident Indians (“NRIs”), foreign institutional investors (“FIIs”)/ Foreign Portfolio Investors (“FPIs”), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, will be subject to the approval(s), if any, of the RBI and any other regulatory authority(ies), as may be required.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares as resolved hereinbefore, the Board, Chief Financial Officer, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may at its discretion deem necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard including without limitation, filing a registration statement/E-forms, if any, and other documents with the SEBI or any other regulatory authority, listing the additional equity shares on BSE Limited and National Stock Exchange of India Limited, and entering into any arrangements in regard to such bonus issue, as it may in its absolute discretion deem necessary, desirable or expedient for giving effect to this Resolution.”

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

Date: October 14, 2025

Place: Navi Mumbai

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice (“Notice”) is being sent only by electronic mode to those equity shareholders of the Company (“Shareholders/ Members”) whose names appear on the Register of Members/ List of Beneficial Owners maintained by Depositories as on **Tuesday, October 14, 2025**, (“Cut-Off Date”) and whose e-mail address are registered with the Depositories or RTA. The physical copies of this Notice along with postal ballot form(s) and pre-paid business reply envelope(s) are not being sent to the Shareholders. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

3. Members who have not registered their E-mail IDs should follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on the said Cut-off date are entitled to vote on the Resolutions set forth in this Notice.
4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date **Tuesday, October 14, 2025**. In case of joint holders, only such joint holder who is first in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice.
5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members may please note that the Notice will also be available on the Company’s website at <https://investor.thyrocare.com/postal-ballot/>, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and Central Depository Services (India) Limited (“**CDSL**”) at <https://www.evotingindia.com/>.
7. The Company has engaged the services of **CDSL** as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
8. The Postal Ballot e-voting facility will be available during the following period (both days inclusive):

Commencement of e-voting	From 9:00 a.m. (IST) on Saturday, October 18, 2025.
End of e-voting	Upto 5:00 p.m. (IST) Sunday, November 16, 2025

9. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. The Board of Directors of the Company has appointed Mr. Vaibhav Dandawate (Mem. No. A51538 & CoP No. 27947), failing him Ms. Deepti Kulkarni (Mem. No. A34733 & CoP No. 22502), Partners of Makarand M. Joshi & Co., Company Secretaries (ICSI UIN.: P2009MH007000, Peer Review Certificate No. 6832/2025), as the Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process.
11. The Scrutinizer shall, after the conclusion of the remote e-voting on **Sunday, November 16, 2025**, at 5:00 P.M. (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer’s report within the prescribed time. Such report shall contain details of the total votes cast in favour or against, if any, and shall be submitted to the Chairman or any person authorised by the Chairman, who shall countersign the same and declare the result of Postal Ballot forthwith.

12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Sunday, November 16, 2025**, subject to receipt of the requisite number of votes in favour of the resolution.
 13. Results of voting shall be declared on or before **Tuesday, November 18, 2025**. The results of the Postal Ballot, shall be placed on the website of the Company, <https://investor.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.
 14. A Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf/ jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at compliance@thyrocare.com.
 15. In case of any queries or grievances relating to remote e-voting, Equity Shareholders may contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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.
 16. All the material documents referred to in the explanatory statement, shall be available for inspection for Members through electronic mode during office hours from **Saturday, October 18, 2025, to Saturday November 15, 2025**. basis the request being sent on compliance@thyrocare.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN Card attached to the email.
 17. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
 18. **The procedure for e-voting is as under:**

THE INSTRUCTIONS 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 holding Shares in demat mode.
- (i) The remote e-voting period begins on **Saturday, October 18, 2025**, at 9.00 am and ends on **Sunday, November 16, 2025**, at 5.00 pm (both the days inclusive). During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e. **Tuesday, October 14, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) 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.**
- (i) 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	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. 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. 3) 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. 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 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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)	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.

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. 1800 21 09911
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 for non-individual shareholders in demat mode.

- i. 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 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 Shareholders holding shares in Demat Form other than individual.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department 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.

	For Shareholders holding shares in Demat Form other than individual.
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. 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.

- ii. After entering these details appropriately, click on **"SUBMIT"** tab.
- iii. 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.
- iv. Click on the EVSN (251010003) for the relevant THYROCARE TECHNOLOGIES LIMITED on which you choose to vote.
- v. 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.
- vi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.
- vii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- viii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- ix. 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.
- x. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

i.) **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) which is mandatory while e-Voting 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.

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

Date: October 14, 2025

Place: Navi Mumbai

Explanatory statement containing material facts pursuant to Section 102(1) of the Companies Act, 2013 and other applicable Provisions, along with the rationale for recommendation of the items of business by the Board of Directors pursuant to Regulation 17(11) of the SEBI Listing Regulations, 2015.

Item No 1

The Board of Directors ("the Board") of the Company, at its meeting held on October 14, 2025, have approved and recommended the issue of bonus equity shares.

In order to accommodate the said bonus issue and for future requirements, the Board of Directors of the Company, at the said meeting, also approved and recommended to the Members, increase in the authorised share capital from Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each, to Rs. 3,00,00,00,000 (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores only) Equity Shares of face value of Rs. 10 (Rupees Ten only) each by creation of additional 20,00,00,000 (Twenty crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each and consequential changes in the capital clause V of the Memorandum of Association of the Company.

The approval of the Members is being sought for alteration of Clause V relating to Authorised Share Capital, of the Memorandum of Association of the Company.

A copy of the Memorandum Association of the Company containing the proposed alterations, shall be available for inspection for Members through electronic mode during office hours from Saturday, October 18, 2025, to Saturday, November 15, 2025, basis the request being sent on

compliance@thyrocare.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

The Board is of the opinion that alteration to Capital Clause V of Memorandum of Association is in interest of the Company and recommends Resolution No. 1 of this Postal Ballot Notice for the approval of the Members by way of an Ordinary Resolution.

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

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the SEBI Listing Regulations.

Item No 2

The Members are hereby informed that, in line with the proposed increase in the Authorised Share Capital of the Company and based on the recommendation of the Board of Directors for the issuance of Bonus Shares, the Board has approved and recommended, for the consideration of the Members, the alteration to Clause 3 and insertion of a new Clause 30A in the Articles of Association of the Company to comply with the requirements under the Companies Act, 2013.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any alteration to the Articles of Association requires the approval of the Members by way of a Special Resolution at a General Meeting. The existing Article 30 of the Articles of Association of the Company already empowers the Company to issue Bonus Shares in accordance with Section 63 of the Companies Act, 2013.

The proposed alterations to Clause 3 and the insertion of Clause 30A are intended to reflect the changes arising from the increase in the Authorised Share Capital and to incorporate specific provisions relating to the capitalisation of profits, as detailed below:

Existing Clauses	Revised Clauses of AOA
Clause No 3 of AOA The authorised Share Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000/- (One Hundred Million) Equity Shares of Rs. 10/- (Rupees ten) each.	Revised Clause 3 of AOA The authorized share capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the Regulations of the Company, and the Company may from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and the Companies Act, 2013 and the rules issued thereunder and vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf.

Existing Clauses	Revised Clauses of AOA
NA	New Clause 30A to be inserted CAPITALISATION OF PROFITS (a) The Company in General Meeting, may, on recommendation of the Board resolve: (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-article (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion. (b) The sum aforesaid shall not be paid in cash but shall be applied either in or towards: (i) paying up any amounts for the time being unpaid on shares held by such Members respectively; (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or (iii) partly in the way specified in sub-article (i) and partly that specified in sub-article (ii). (iv) A securities premium account and/or a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares. (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

The Board is of the opinion that the alteration of Clause 3 and the insertion of Clause 30A to the Articles of Association are in the interest of the Company and recommends Resolution No. 2 of this Postal Ballot Notice for approval of the Members by way of a Special Resolution.

A copy of the Articles of Association of the Company containing the proposed alterations shall be available for inspection by Members through electronic mode during office hours from **Saturday, October 18, 2025, to Saturday, November 15, 2025**, based on a request sent to **compliance@thyrocare.com** mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

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

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the SEBI Listing Regulations.

Item No. 3

The Company is celebrating its Silver Jubilee this year, marking the completion of 25 years since its incorporation and, in line with the forthcoming auspicious celebrations of Diwali, the Board has approved and recommended a Bonus Issue as a gesture of appreciation to its shareholders for their continued trust and support. The **Board of Directors**, at its meeting, approved and recommended the issue of **bonus equity shares** in the ratio of **2:1 i.e., 2 (Two) fully paid-up equity share of Rs. 10/- each for every 1 (One) fully paid-up equity share of Rs. 10/- each** held by the members as on the Record Date, by capitalizing a sum not exceeding **approximately Rs. 106.11 Crore** or such other sum as may be determined by the Board, out of the amounts standing to the credit of the **Capital Redemption Reserve** and/or **Securities Premium Account** and/or **Free Reserves** and/or **Retained Earnings** of the Company, as may be considered necessary by the Board for the purpose of issue and allotment of the said bonus equity shares, subject to the approval of the members through this Postal Ballot Notice.

Pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 read with Article 30 of Articles of

Association of the Company, the proposed issue of the bonus shares, inter-alia, requires approval of shareholders' of the Company, by way of an Ordinary Resolution.

Furthermore, the Company confirms that:

- i. it has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it. It has not undergone any debt restructuring; and
- ii. it has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus;
- iii. It does not have any partly paid shares as on the date of this Postal Ballot Notice;
- iv. Any of the Promoters or Directors is not a fugitive economic offender and;
- v. The proposed issue of bonus shares is not in lieu of dividend.

The Company has granted, and may from time to time grant, stock options to eligible employees under the "Thyrocare Employee Stock Option Scheme" ("ESOS Scheme"). Consequent upon the issue of bonus equity shares, appropriate adjustments shall be made to the exercise price and/or the number of equity shares to be issued upon exercise of the stock options, as well as to the number of stock options vested or to be vested in the employees of the Company, its Holding Company, and its Subsidiaries under the ESOS Scheme, so as to ensure that the overall value of the stock options remains unchanged after the issue of bonus equity shares.

Members are requested to note that in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the Bonus Issue shall be allotted in dematerialised form only. Members are requested to note that **all the members of the Company hold their shares in dematerialised form as on the date of this notice, and there are no shareholders holding shares in physical form**; hence, the bonus equity shares shall be credited directly to the respective demat accounts of the eligible members.

The new equity shares of face value of Rs. 10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

The approval of the Members is being sought for issuance of bonus shares as mentioned above out of the Capital Redemption Reserve and/or Securities Premium Account and/or Free Reserves and/or Retained Earnings of the Company.

In terms of the proviso to Regulation 295 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the bonus issue would be implemented by the Company within two months from October 14, 2025, being the date of the Board Meeting wherein the decision to announce the bonus issue was taken subject to Members' approval.

Issue of bonus equity shares requires members' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

The resultant additional Equity Shares shall rank pari-passu with the existing equity shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The Board is of the opinion that the Bonus Issue is in the interest of the Company and its existing and potential investors and accordingly, recommends the Resolution No 3 of this Postal Ballot Notice for the approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these two resolutions except to the extent of their shareholding in the Company.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the SEBI Listing Regulations.

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

Date: October 14, 2025
Place: Navi Mumbai