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Invitation to attend 26th Annual General Meeting

Dear Members,

You all are cordially invited to attend Twenty Sixth (26th) Annual General Meeting ("AGM") of Thyrocare Technologies Limited ("the Company") which will be held on Tuesday, June 30, 2026 at 11:00 A.M. (IST) at the Corporate Office of the Company, located at D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai – 400703.

Information at a Glance

| Particulars | Details |
|--|--|
| Day, Date and Time of AGM | Tuesday, June 30, 2026 at 11:00 A.M.(IST) |
| Mode of AGM | Physical Mode |
| Venue of AGM | D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai – 400703. |
| Record date for Final Dividend | Tuesday, June 23, 2026 |
| Cut off date for E-voting | Tuesday, June 23, 2026 |
| E-voting starts | Friday, June 26, 2026 (from 09:00 A.M) |
| E-voting end | Monday, June 29, 2026 (till 05:00 P.M) |
| Helpline number & E-mail address for E-voting | 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 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 |
| Name, address and contact details of registrar and share transfer agent | M/s. MUFG Intime India Private Limited C-101, Embassy 247 Park, L B S Marg, Vikhroli West, Mumbai- 400 083. Phone: +91 - 8108116767 investor.helpdesk@in.mpms.mufg.com |
| Company Contact Details | Mr. Brijesh Kumar, Company Secretary & Compliance Officer, Thyrocare Technologies Limited Corporate Office: D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai – 400703. Phone: +91 - 8422945537 Email: compliance@thyrocare.com |



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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 the 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting ("AGM") of the Members of Thyrocare Technologies Limited ("the Company") will be held on Tuesday, June 30, 2026 at 11:00 A.M. at the Corporate Office of the Company, located at D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai – 400703, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026, 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, 2026, together with the Auditors' Report thereon.

2. To declare a **final dividend of ₹ 7.00/- per equity share** and to confirm the payment of interim dividend of ₹ 7.00/- per equity share (pre-bonus issue) [equivalent to ₹ 2.33 per equity share post bonus adjustment] on equity share having face value of ₹ 10/- each for the financial year ended March 31, 2026.

3. To re-appoint Mr. Alok Kumar Jagnani (DIN: 00644360), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration No. 012754N/N500016), Chartered Accountants, as Statutory Auditors of the Company for a first term of five consecutive years and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force]

and any other applicable law(s), rule(s), regulation(s), guideline(s) and subject to any other approval(s), consent(s) or permission(s) as may be required, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration No. 012754N/N500016) be and are hereby appointed as the Statutory Auditors of the Company for a first term of 5 (five) consecutive years, to hold office from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting of the Company to be held in the calendar year 2031, at a remuneration of ₹ 60,00,000 (Rupees Sixty Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred, to examine and conduct the audit of the accounts of the Company for the financial year 2026-27, with the power to the Audit Committee and/or Board of Directors to alter and vary the terms and conditions of appointment, including revision in the remuneration for remaining tenure of 4 (Four) years, in such manner and to such extent as may be mutually agreed with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. **Ratification of the remuneration of M/s. Jitender Navneet & Co., Cost Accountants, the Cost 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only)

plus applicable taxes and reimbursement of out of pocket expenses to M/s. Jitender Navneet & Co., Cost Accountants (ICAI Firm Registration No.: 000119), the Cost Auditors appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2026-27, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. 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 applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Regulation 2(1)(zc), 23 and other applicable regulations read with Schedule XII of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), SEBI circulars/Industry Standards issued from time to time and such other applicable laws, and the Company’s Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, 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 the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any duly authorised Committee constituted or empowered by the Board to exercise the power conferred by this resolution) to enter into and/or continue to enter into Material Related Party Transaction(s), for the period from 26th Annual General Meeting till the 27th Annual General Meeting to be held in the calendar year 2027 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 of transactions not exceeding ₹ 162 crores (Rupees One Hundred Sixty Two Crores only) on such terms and conditions 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 members of the Company do hereby approve and accord further approval to the Board 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 exercise all such powers herein conferred, 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 Committee or 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).”

7. Approval for the appointment of Mr. Gaurav Verma (DIN: 11692586) as Director (Non-Executive and Non-Independent) of the Company with effect from May 08, 2026

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

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Gaurav Verma (DIN: 11692586), who was appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee as an Additional Director in the category of Non-Executive & Non-Independent Director of the Company with effect from May 08, 2026, and who holds office up to the

date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive & Non-Independent) of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to take necessary actions on behalf of the Company in that regard.”

8. Approval for the appointment of Mr. Uday Patel Kadam (DIN: 09277168) as Director (Non-Executive and Non-Independent) of the Company with effect from May 08, 2026.

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

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Uday Patel Kadam (DIN: 09277168), who was appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee as an Additional Director in the category of Non-Executive & Non-Independent Director of the Company with effect from May 08, 2026, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive & Non-Independent) of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to take necessary actions on behalf of the Company in that regard.”

9. Approval for the re-appointment of Mr. Rahul Franklin Guha (DIN: 09588432) as Chairman, Managing Director (MD) and Chief Executive Officer (CEO) of the Company with effect from May 04, 2027 and approve the remuneration payable to him.

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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Schedule V of the Act read with Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and upon the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company and subject to the Articles of Association and Nomination and Remuneration Policy of the Company and such approvals, consents, permissions and sanctions of appropriate and/ or concerned authorities, if any, and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/ or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded for the re-appointment and remuneration of Mr. Rahul Franklin Guha (DIN: 09588432) as Chairman, Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a term of five (5) consecutive years with effect from May 04, 2027 till May 03, 2032.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rahul Franklin Guha shall be as under:

| Particulars | Details |
|---|--|
| Salary, Perquisites and Allowances | Fixed remuneration of ₹ 4,60,00,000 per annum, with such annual increments and/or revisions in the fixed remuneration as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall remuneration limits as per Section 197 of the Act. Perquisites and allowances shall, inter alia, include car allowance and reimbursements, special allowance, group term life insurance premium, furnished/unfurnished accommodation or house rent allowance, leave travel allowance/concession, personal accident insurance, group mediclaim and other benefits as per the policies of the Company. |
| Annual Performance Linked Variable Pay | Variable pay of ₹ 1,90,00,000 per annum or as may be determined by the Board of Directors from time to time, based on performance parameters, subject to overall limits as per Section 197 of the Act. |
| Other Benefits & Allowances | Subject to applicable statutory ceilings, he shall be eligible for such other benefits, perquisites and allowances as may be decided by the Board from time to time. |
| Business Expenses | Reimbursement of travelling and all other expenses incurred w.r.t the business of the Company. |
| Sitting Fees | Not entitled to any sitting fees for attending meetings of the Board or Committees thereof during his tenure as Chairman, MD and CEO. |
| Minimum Remuneration | In the event of loss or inadequacy of profits in any financial year, remuneration by way of salary, perquisites and allowances shall be paid in accordance with Schedule V of the Act. |
| Notice Period | As per the rules and policies of the Company. |
| Other Applicable Rules | All other rules of the Company applicable to his grade shall also apply to him. |
| Stock options | Eligible for stock options as per the API Holdings Limited or Thyrocare Employee Stock Option Scheme, as may be approved from time to time. |
| Retirement Benefits | Company's contribution to provident fund, gratuity, leave encashment and other retirement benefits payable in accordance with the applicable laws, rules and regulations for the time being in force shall not be included in the computation of the ceiling on remuneration to the extent exempt under the Act. |
| Ceiling of Remuneration | The remuneration payable to Mr. Rahul Franklin Guha (including salary, allowances, variable pay, perquisites, benefits and amenities) shall not exceed a maximum of 5% of the net profits of the Company, in accordance with the limits prescribed under Section 197 read with Section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force. The Board of Directors shall have the authority to determine, vary, revise or modify the remuneration structure, including salary, increments, quantum and percentage of variable pay, and other components of remuneration, from time to time, within the aforesaid overall limits. |

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

10. Approval for the amendment in the Memorandum of Association (MOA) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (hereinafter referred as "the Act") and all other applicable provisions, if any and read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred as "the rules") and such other approval(s), permissions and sanctions of Registrar of Companies, and other competent authorities, departments or bodies as and to the extent necessary under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for alteration of the Memorandum of Association ("MOA") of the Company in line with the Act and effecting

the following alterations in the existing MOA of the Company by insertion/substitution/deletion of certain clauses in the following manner:

- (i) The existing heading of Clause III(A) be substituted by the new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ARE"
- (ii) Clause III(A) of the MOA of the Company relating to its Objects be and is hereby altered by adding the new sub-clause 1B after the existing sub-clause 1A in Clause III(A):

1B "To carry on the business of establishing, setting up, acquiring, operating, managing or administering diagnostic facilities (including home collection), including but not limited to, clinical laboratories, radiology and pathology centres, collection centres, hospitals, clinics, polyclinics, research and healthcare facilities, and to provide healthcare and diagnostic services including pathological, radiological, biochemical, microbiological, immunological, genetic, cardiological and other medical investigations and testing services, and to undertake collection, handling, storage, transportation, processing and analysis of human, animal, plant, food, water, soil and other samples, tissues, body fluids, blood and allied materials for diagnostic, therapeutic, research or other purposes, in India or abroad, under its own brand or otherwise, including through online or digital platforms; and to develop, operate and manage healthcare, diagnostic and data-driven digital platforms, applications and portals; and to undertake teaching, training and imparting practical and theoretical knowledge in diagnostics, pathology, healthcare and allied fields; and further to manufacture, produce, assemble, process, procure, purchase, import, export, stock, distribute, market, sell, resell, lease, hire or otherwise deal in medical, diagnostic, healthcare, pharmaceutical, surgical, wellness equipment, devices, instruments, consumables, merchandise and allied products, including point

of care devices, and to carry on such activities either on its own or in collaboration with third parties, partners, franchisees or service providers in India or abroad."

- (iii) The existing heading of Clause III(B) of the MOA of the Company be substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE"
- (iv) Deletion of heading of Clause III(C) of the MOA of the Company "OTHER OBJECT" to align the same with the requirements of the Companies Act, 2013.
- (v) The existing Clause IV of the MOA be substituted with the following clause: "The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other regulatory or statutory authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For **Thyrocare Technologies Limited**

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: May 07, 2026
Place: Navi Mumbai.

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 (three) days written notice is given to the Company.
4. In the case of joint holders attending the Meeting, only such joint holder who is higher 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 10 of this Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 7, 8 and 9, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking reappointment at this Annual General Meeting ("AGM") are also annexed as **Annexure – 2**.
7. **DIVIDEND RELATED INFORMATION:**
 - (i) The Board of Directors has recommended final dividend of ₹ 7.00/- per equity share for the approval of Members at this AGM and already paid an interim dividend of ₹ 7.00/- per equity share

(pre-bonus issue) [equivalent to ₹ 2.33 per equity share post bonus adjustment] on equity share having face value of ₹ 10/- each for the financial year ended March 31, 2026.

- (ii) **Record Date** for the purpose of final dividend shall be Tuesday, June 23, 2026, for determining entitlement of members to receive final dividend for the financial year ended March 31, 2026.
- (iii) The final 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") ("Depositories") through ECS or NECS or electronic transfer.
- (iv) Members are requested to notify immediately any change in their bank account details and email id to their respective Depository Participants ("DPs") in respect of shares held by them in electronic (demat) mode.
- (v) The Listing Regulations mandates that the companies shall use electronic modes of payment as approved by the Reserve Bank of India for making payment to the shareholders. Accordingly, the dividend, if declared, shall be paid through electronic mode to those shareholders whose bank account details are registered with the Company or Depositories.
- (vi) To enable the company to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the Income-tax Act (IT Act) 2025.

For resident shareholders, taxes shall be deducted at source under Section 393 of the IT Act as follows:

| | |
|--|---|
| Members having valid Permanent Account Number (PAN) | 10%* or as notified by the Government of India (GOI) |
| Members not having PAN / valid PAN | 20% or as notified by the GOI |

* As per Section 262 of the IT Act 2025, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid / inoperative and, such person shall be liable to all consequences under the IT Act 2025 and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act 2025, i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during tax year 2026-27 does not exceed ₹10,000 and also in cases where members provide Form 121, subject

to conditions specified in the IT Act 2025. Resident shareholders may also submit any other document as prescribed under the IT Act 2025 to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act 2025, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 159 of the IT Act 2025, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“tax treaty” or “DTAA”), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholders/ authorized signatory. In case of non-availability of PAN, information under sub-rule 2 of rule 217 of the Income-tax Rules, 2026
- Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory
- Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal/>
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act 2025
- Self-declaration of beneficial ownership of equity shares by the non-resident shareholder
- Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI
- Any other documents as prescribed under the IT Act 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act 2025 at

the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforesaid documents are required to upload/ submit on or before Friday June 26, 2026, at compliance@thyrocare.com or to RTA of the Company at investor.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 Financial Year 2026-27.
9. 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, Embassy 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 consecutive 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 of 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 2025-26.
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. Members are requested to contact the Company or the 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. As all the shareholders of the Company hold their shares in dematerialised form, the details of beneficial owners, as received from the Depositories as on May 29, 2026, have been considered for the purpose of dispatch of this Notice.
16. Any non-individual shareholders, who acquire shares of the Company and becomes a member of the Company after sending this Notice along with the Annual Report and holding shares as of the cut-off date i.e. Friday, June 23, 2026, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if member is already registered with CDSL for remote e-voting then the Members can use their existing User ID and Password for casting the vote.

In case of individual shareholders holding securities in dematerialized form and who acquires shares and becomes a Member of the Company after sending of this Notice and holding shares as of the cut-off date may follow steps mentioned under **Annexure- 1** "The instruction for shareholders for remote e-voting".

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 shall be 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 available for inspection 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. Further, in accordance with Regulation 36 of Listing Regulations, a letter providing the web link, including the exact path, where complete details of the Annual Report is available, will be sent to those shareholders who have not registered their email address with the Company and the Depositories. Members may note that Annual Report for financial year 2025-26 and this 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 Notice of the Annual General Meeting along with 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 cs.bhaveshcheda@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 venue.
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 referred to as the "Rules"), SS-2 and Regulation 44 of the Listing Regulations, read with SEBI Circular dated December 09, 2020 and other applicable circulars issued in this regard from time to time, the Company is providing to its Members the facility of remote e-voting to exercise their votes on the items of business set out in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing the e-voting facility. The Members may cast their votes either through remote e-voting or to vote at the AGM venue.
26. The members, whose name appears in the Register of Members/list of Beneficial Owners as on Tuesday, June 23, 2026 (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 Friday, June 26, 2026, (9:00 A.M.) till Monday, June 29, 2026, (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/she 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 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 Administration) Rules, 2014.
31. The Company has appointed M/s. Bhavesh Chheda & Associates, Practising Company Secretaries (COP No: 24147), 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 Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting or voting at the AGM venue 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://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.
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

Date: May 07, 2026
Place: Navi Mumbai.

EXPLANATORY STATEMENT

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

Item No. 4.

To appoint M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration No. 012754N/N500016), Chartered Accountants, as Statutory Auditors of the Company for a first term of five consecutive years and to fix their remuneration

The Members of the Company, at the 21st Annual General Meeting ("AGM") held on June 26, 2021, had approved the appointment of M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/W101187) (hereinafter referred to as "**M/s. MSKA & Associates**"), as the Statutory Auditors of the Company for a first term of five (5) consecutive years, commencing from the conclusion of the said 21st AGM until the conclusion of the 26th AGM of the Company.

In terms of the aforesaid approval and the provisions of Section 139 of the Companies Act, 2013 ("**the Act**"), read with the Companies (Audit and Auditors) Rules, 2014 ("**the Rules**"), M/s. MSKA & Associates will complete their present term as Statutory Auditors upon the conclusion of this 26th AGM.

The Board of Directors ("**the Board**"), at its meeting held on May 07, 2026, based on the recommendation of the Audit Committee ("**the Committee**"), has proposed for the approval of the Members, the appointment of **M/s. Price Waterhouse Chartered Accountants LLP** (ICAI Firm Registration No. 012754N/N500016) (hereinafter referred to as "**PW CA LLP**") as the Statutory Auditors of the Company.

The proposed appointment is for a term of **five (5) consecutive years**, commencing from the conclusion of this 26th AGM until the conclusion of the 31st AGM of the Company to be held in the year 2031.

The Audit Committee and the Board, while recommending the appointment of PW CA LLP, considered and evaluated various parameters, including, inter alia:

- i) independence and absence of conflict of interest;
- ii) industry experience and expertise in the Company's operating segments;
- iii) technical skills, audit methodology, and quality of audit team;
- iv) geographical presence across India and relevant markets;
- v) audit quality reports and peer review standing;
- vi) market standing, reputation, and quality of clientele; and
- vii) firm's capability and capacity to serve the Company's business requirements.

After evaluating all proposals and considering the aforesaid factors, PW CA LLP has been recommended for appointment as the Statutory Auditors of the Company. The Audit Committee and the Board found PW CA LLP to be best suited for undertaking the statutory audit of the financial statements of the Company.

It is further noted that PW CA LLP is currently engaged as the Statutory Auditors of **API Holdings Limited**, the ultimate holding company of the Company, and certain other subsidiaries of **API Holdings Limited**.

A brief profile of PW CA LLP is set out hereunder for information of the Members:

| | |
|-------------------------------|--|
| Name of Firm: | Price Waterhouse Chartered Accountants LLP |
| Firm Registration No.: | 012754N/N500016 |
| Year of Establishment: | 1991 (converted to LLP in 2014) |
| Registered Office: | Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi – 110 002 |
| Branch Offices: | 17 (seventeen) offices across various cities in India |
| Assurance Partners: | More than 125 (as of December 31, 2025) |
| Network Affiliation: | Member firm of Price Waterhouse & Affiliates (Network Registration No. NRN/E/14), a network of separate, distinct and independent Indian Chartered Accountant firms registered with the ICAI |

PW CA LLP is primarily engaged in providing auditing and other assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and audits several large companies, including companies listed on stock exchanges in India. PW CA LLP holds a valid certificate issued by the Peer Review Board of the ICAI.

PW CA LLP and its affiliate firms do not have any association or affiliation with the Company, its Directors, Key Managerial Personnel, Management, or the outgoing Statutory Auditors (M/s. MSKA & Associates), except PW CA LLP is currently acting as the Statutory Auditor of API Holdings Limited, the ultimate holding company of the Company, and certain other subsidiaries of API Holdings limited and no other non-audit engagements have been undertaken by PW CA LLP or its affiliate firms with the Company at present.

As per the consent and declaration received from PW CA LLP, except for few matters stated therein, there are no proceedings, pending matters, or orders against the Firm or any Partner of the Firm with respect to professional conduct before the Institute of Chartered Accountants of India ("ICAI"), any competent authority, or any court, of which the Firm or any Partner has been notified by such authorities and hence none of those matters impact the eligibility of the firm to be appointed as auditors.

Pursuant to Section 139 of the Act and the Rules framed thereunder, the Company has received written consent and eligibility letter from PW CA LLP to act as the Statutory Auditors of the Company, if appointed. PW CA LLP has further confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified from being appointed as Statutory Auditor in terms of Sections 139 and 141 of the Act and the Rules made thereunder; and it satisfies the criteria provided under Section 141 of the Act and the appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules framed thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), PW CA LLP has confirmed that it holds a valid certificate issued by the Peer Review Board of the ICAI.

The proposed audit fees payable to PW CA LLP for the financial year ending March 31, 2027, including fees for limited review engagements, is **₹60,00,000/- (Rupees Sixty Lakhs only)**. The said remuneration excludes applicable taxes and reimbursement of out-of-pocket expenses actually incurred.

For reference, the Company had paid total fees of **₹41,00,000/- (Rupees Forty-One Lakhs only)** to M/s. MSKA & Associates LLP for the financial year 2025-26. The increase in the proposed fees is considered justified having regard to the scale of operations of the Company, the increased scope of audit, and other factors.

The letter of engagement specifying the detailed terms and conditions of appointment, including remuneration, shall be finalised by the Audit Committee of the Board or any officer of the Company duly authorised in this behalf. Such terms shall specifically include the conditions as prescribed under Section V-D of Chapter V of the SEBI Master Circular dated January 30, 2026 and any other conditions as may be specified under applicable law. The Board, in consultation with the Audit Committee, may alter or vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the PW CA LLP.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the proposed Resolution set out at Item No. 4 of this Notice.

The Board of Directors recommends the Resolution set out at **Item No. 4** of the Notice for approval by the Members as a Special Resolution.

Item No. 5.

Ratification of the remuneration of M/s. Jitender Navneet & Co., Cost Accountants, the cost auditors of the Company

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Jitender Navneet & Co., Cost Accountants (Firm Registration No.:000119) to conduct the audit of the cost records of the Company for FY 2026-27 at a remuneration of ₹ 1,50,000/- (One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the proposed Resolution set out at Item No. 5 of this Notice.

The Board recommends the resolution set out at **Item No. 5** of the Notice for approval by the shareholders by way of an Ordinary Resolution.

Item No. 6.

Approval for entering into Material Related Party Transactions with Docon Technologies Private Limited

Docon Technologies Private Limited ("**Docon**") is the Holding Company of Thyrocare Technologies Limited ("**the Company**"), holding 60.92% 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

As per the provisions of Regulation 23(1) of the Listing Regulations, as amended from time to time, Industry Standard on Minimum Information to be Provided for Review of Audit Committee and Shareholders Approval of Related Party Transactions and the Policy on materiality of related party transactions and on dealing with related party transactions ("**RPT Policy**"), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous

transactions during a financial year exceeds the thresholds provided in Schedule XII of the Listing Regulations. In case of our Company, the threshold considered would be ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The annual consolidated turnover of the Company for the financial year 2025-26 is ₹ 829 crores. Hence, the materiality threshold of the Company is ₹ 82.90 crores.

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 RPT Policy.

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.

It is likely that the total value of transactions to be entered into with Docon would be in excess of this limit and hence it would be considered as a 'material transaction'.

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 May 07, 2026 have approved & recommended the aforementioned proposal for approval of Members by way of an Ordinary Resolution. The Audit Committee and Board has reviewed the certificate from the Chief Executive Officer & Managing Director and Chief Financial Officer confirming that RPT is in the interest of the Company which was placed at the time of respective Meeting of Audit Committee and Board.

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 2027.

Details of the proposed transactions:

Details of the proposed Related Party Transactions ("RPT") between the Company and Docon, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 read with the Industry Standard on Minimum information provided to the Members for approval of Related Party Transactions are as follows:

| S. No. | Particulars of the information | Information provided by the management |
|---|--|--|
| Part A: Minimum information of the proposed RPT | | |
| A(1) Basic details of the related party | | |
| 1 | Name of the related party | Docon Technologies Private Limited ("Docon") |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The Docon is engaged in the business of, inter-alia, development and creation of the platform 'Docon' which works across a network of registered medical practitioners ("RMPs") and enables patients to consult with RMPs through the platform by way of tele-consultation as well as physical consultation. Docon also supports storage of electronic patient records and helps RMPs generate electronic copies of prescriptions which can be accessed by patients whenever required. |
| A(2) Relationship and ownership of the related party | | |
| 1 | Relationship between the Company/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Docon is the Holding Company and Promoter of the Company and holds 60.92% of share of the Company |
| | <ul style="list-style-type: none"> Shareholding of the Company/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | NA |
| | <ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company / subsidiary (in case of transaction involving the subsidiary). | NA |

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| | <ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the Company / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the Company /Subsidiary/ related party has control . | 60.92% |

A(3) Details of previous transactions with the related party

| 1 | Total amount of all the transactions undertaken by the Company or subsidiary with the related party during the last financial year | <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (in Cr.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Material sales</td> <td>7.87</td> </tr> <tr> <td>2</td> <td>Purchase of material</td> <td>4.69</td> </tr> <tr> <td>3</td> <td>Diagnostic Services & other operating revenue</td> <td>75.09</td> </tr> <tr> <td>4</td> <td>Reimbursement of expenses received/receivable</td> <td>14.00</td> </tr> <tr> <td>5</td> <td>Sale of property, plant and equipment, additions to capital work-in-progress</td> <td>0.23</td> </tr> <tr> <td colspan="2">Total</td> <td>101.88</td> </tr> </tbody> </table> | Sr. No. | Nature of Transactions | FY 2025-26 (in Cr.) | 1 | Material sales | 7.87 | 2 | Purchase of material | 4.69 | 3 | Diagnostic Services & other operating revenue | 75.09 | 4 | Reimbursement of expenses received/receivable | 14.00 | 5 | Sale of property, plant and equipment, additions to capital work-in-progress | 0.23 | Total | | 101.88 |
|--------------|--|--|---------|------------------------|---------------------|---|----------------|------|---|----------------------|------|---|---|-------|---|---|-------|---|--|------|--------------|--|---------------|
| Sr. No. | Nature of Transactions | FY 2025-26 (in Cr.) | | | | | | | | | | | | | | | | | | | | | |
| 1 | Material sales | 7.87 | | | | | | | | | | | | | | | | | | | | | |
| 2 | Purchase of material | 4.69 | | | | | | | | | | | | | | | | | | | | | |
| 3 | Diagnostic Services & other operating revenue | 75.09 | | | | | | | | | | | | | | | | | | | | | |
| 4 | Reimbursement of expenses received/receivable | 14.00 | | | | | | | | | | | | | | | | | | | | | |
| 5 | Sale of property, plant and equipment, additions to capital work-in-progress | 0.23 | | | | | | | | | | | | | | | | | | | | | |
| Total | | 101.88 | | | | | | | | | | | | | | | | | | | | | |
| 2 | Total amount of all the transactions undertaken by the Company or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Details of the transactions undertaken during the Financial Year 2025-26 are provided in Point No. A(3)(1). Further, the details for the current quarter ending June 30, 2026 are not applicable since the AGM is scheduled on June 30, 2026. | | | | | | | | | | | | | | | | | | | | | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year. | There is no such Default | | | | | | | | | | | | | | | | | | | | | |

A(4) Amount of the proposed transactions (All types of transactions taken together)

| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2026-27 (in Cr.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of Goods/Consumables</td> <td>6.00</td> </tr> <tr> <td>2</td> <td>Sale of Goods/Consumables</td> <td>25.00</td> </tr> <tr> <td>3</td> <td>Rendering of Services (including of Diagnostics Services)</td> <td>110.00</td> </tr> <tr> <td>4</td> <td>Availing of Services</td> <td>0.25</td> </tr> <tr> <td>5</td> <td>Reimbursement of Expenses received</td> <td>20.00</td> </tr> <tr> <td>6</td> <td>Purchase of Fixed Assets (including joint procurement/inter-group transfer)</td> <td>0.25</td> </tr> <tr> <td>7</td> <td>Sale of Fixed Assets (including joint procurement/inter-group transfer)</td> <td>0.50</td> </tr> <tr> <td colspan="2">Total</td> <td>162.00</td> </tr> </tbody> </table> | Sr. No. | Nature of Transactions | FY 2026-27 (in Cr.) | 1 | Purchase of Goods/Consumables | 6.00 | 2 | Sale of Goods/Consumables | 25.00 | 3 | Rendering of Services (including of Diagnostics Services) | 110.00 | 4 | Availing of Services | 0.25 | 5 | Reimbursement of Expenses received | 20.00 | 6 | Purchase of Fixed Assets (including joint procurement/inter-group transfer) | 0.25 | 7 | Sale of Fixed Assets (including joint procurement/inter-group transfer) | 0.50 | Total | | 162.00 |
|--------------|--|---|---------|------------------------|---------------------|---|-------------------------------|------|---|---------------------------|-------|---|---|--------|---|----------------------|------|---|------------------------------------|-------|---|---|------|---|---|------|--------------|--|---------------|
| Sr. No. | Nature of Transactions | FY 2026-27 (in Cr.) | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | Purchase of Goods/Consumables | 6.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Sale of Goods/Consumables | 25.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Rendering of Services (including of Diagnostics Services) | 110.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Availing of Services | 0.25 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | Reimbursement of Expenses received | 20.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | Purchase of Fixed Assets (including joint procurement/inter-group transfer) | 0.25 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7 | Sale of Fixed Assets (including joint procurement/inter-group transfer) | 0.50 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total | | 162.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year | 19.54 % based on Company's annual consolidated turnover as on March 31, 2026. | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the Company is not a party to the transaction) | Not Applicable |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 130.99 % based on Docon's annual turnover as on March 31, 2025 (last available audited Financial Statements). |
| 6. | Financial performance of the related party for the immediately preceding financial year: | Financial performance of Docon as on March 31, 2025 (latest audited financial statements for the financial year 2024-25) |

| Particulars | Amount in Cr. |
|------------------|---------------|
| Turnover | 123.67 |
| Profit After Tax | 305.12 |
| Net worth | 2602.2 |

A(5) Basic details of proposed transactions to be approved

| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | (a) Rendering of services (b) Sale and purchase of consumables, goods & assets (c) Provision and availing of functional services (d) Reimbursement of expenses | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------|--|---|---------|------------------------|---------------------|---|-------------------------------|------|---|---------------------------|-------|---|---|--------|---|----------------------|------|---|------------------------------------|-------|---|---|------|---|---|------|--------------|--|---------------|
| 2. | Details of each type of the proposed transaction | <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2026-27 (in Cr.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of Goods/Consumables</td> <td>6.00</td> </tr> <tr> <td>2</td> <td>Sale of Goods/Consumables</td> <td>25.00</td> </tr> <tr> <td>3</td> <td>Rendering of Services (including of Diagnostics Services)</td> <td>110.00</td> </tr> <tr> <td>4</td> <td>Availing of Services</td> <td>0.25</td> </tr> <tr> <td>5</td> <td>Reimbursement of Expenses received</td> <td>20.00</td> </tr> <tr> <td>6</td> <td>Purchase of Fixed Assets (including joint procurement/inter-group transfer)</td> <td>0.25</td> </tr> <tr> <td>7</td> <td>Sale of Fixed Assets (including joint procurement/inter-group transfer)</td> <td>0.50</td> </tr> <tr> <td colspan="2">Total</td> <td>162.00</td> </tr> </tbody> </table> | Sr. No. | Nature of Transactions | FY 2026-27 (in Cr.) | 1 | Purchase of Goods/Consumables | 6.00 | 2 | Sale of Goods/Consumables | 25.00 | 3 | Rendering of Services (including of Diagnostics Services) | 110.00 | 4 | Availing of Services | 0.25 | 5 | Reimbursement of Expenses received | 20.00 | 6 | Purchase of Fixed Assets (including joint procurement/inter-group transfer) | 0.25 | 7 | Sale of Fixed Assets (including joint procurement/inter-group transfer) | 0.50 | Total | | 162.00 |
| Sr. No. | Nature of Transactions | FY 2026-27 (in Cr.) | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | Purchase of Goods/Consumables | 6.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Sale of Goods/Consumables | 25.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Rendering of Services (including of Diagnostics Services) | 110.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Availing of Services | 0.25 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | Reimbursement of Expenses received | 20.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | Purchase of Fixed Assets (including joint procurement/inter-group transfer) | 0.25 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7 | Sale of Fixed Assets (including joint procurement/inter-group transfer) | 0.50 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total | | 162.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | Valid up to the next Annual General Meeting to be held in the Calendar Year 2027 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Value of the proposed transaction is as mentioned in Point No. A(5) (2)above. Since the approval is being sought for the period commencing from the conclusion of this AGM till the conclusion of the next AGM to be held in the calendar year 2027, no approval is being sought for transactions extending beyond such period. It is estimated that approximately 50% of the approved transaction limit may be utilised during the period from the conclusion of this AGM till March 31, 2027, and the balance 50% may be utilised during the period from April 1, 2027 till the conclusion of the 27 th AGM. | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the Company | <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 in the audit committee meeting 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> |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p> | <p>Mr. Rahul Franklin Guha, Chairman, Managing Director & CEO of the Company, is also the Managing Director & CEO of API Holdings Limited (holding 0.05% equity shares of API Holdings Limited), the ultimate holding company of Docon Technologies Private Limited ("Docon").</p> <p>Mr. Alok Kumar Jagnani, Non-Executive Director of the Company, is the Chief Financial Officer of API Holdings Limited.</p> <p>Dr. Dhaval Rajesh Shah is a Director on the Board of both Docon Technologies Private Limited (holding 0.15% of the equity shares of API Holdings Limited) and the Company. However, he ceased to be a Director of the Company with effect from the close of business hours on May 07, 2026. Docon, with whom the proposed transaction(s) are proposed to be entered into, is also the Promoter of the Company and holds 60.92% of shares in the Company.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and Docon.</p> |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | 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. | Other information relevant for decision making. | All relevant information forms a part of this disclosure setting out requisite facts. |

Part B: Additional Information: Disclosure in case of transactions relating case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | The proposed transaction shall be undertaken on an arm's length basis in compliance with applicable transfer pricing and regulatory requirements. The arm's length price shall be determined using appropriate valuation methodologies, including Cost Plus Method, comparable market price analysis etc. |
| 2. | Basis of determination of price. | |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | - |
| | a. Amount of Trade advance | - |
| | b. Tenure | - |
| | c. Whether same is self-liquidating? | - |

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 Members in the preceding AGM held on July 31, 2025, in accordance with Regulation 23 of the Listing Regulations. Accordingly, the Company confirms that it is seeking prior members' approval and that there has been no breach of the materiality limits nor any requirement for ratification as on this AGM.

Any subsequent 'material modification', if any, in the proposed transaction as defined by the Audit Committee as a part of Company's RPT Policy will be placed before the members for prior approval in terms of regulation 23 of Listing Regulations.

Further, pursuant to provisions of Regulation 23(4) of the Listing Regulations, no related party, irrespective of whether they are related to this particular transaction or not, shall vote on this resolution for approval.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the proposed Resolution set out at Item No. 6 of this Notice, except to the extent of their respective shareholding and directorship in the Company or Docon, if any.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval by the shareholders by way of an Ordinary Resolution.

Item No. 7

Approval for the appointment of Mr. Gaurav Verma (DIN: 11692586) as Director (Non-Executive and Non-Independent) of the Company with effect from May 08, 2026

Pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its

meeting held on May 07, 2026, approved the appointment of Mr. Gaurav Verma (DIN: 11692586) as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from May 08, 2026 up to the date of this Annual General Meeting.

As per the provisions of Section 161 of the Act, Mr. Verma holds office up to the date of the Annual General Meeting. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of Members is required for appointment of a Director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for his appointment.

The Company has received the following statutory disclosures from Mr. Verma:

- i) MBP-1 – Notice of Interest by Director;
- ii) Form DIR-2 – Consent to act as Director;
- iii) Form DIR-8 – Confirming that he is not disqualified to act as Director in terms of Section 164 of the Act;
- iv) A notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director; and
- v) An affirmation that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority and other disclosures.

Brief Profile:

Mr. Gaurav Verma is a seasoned business leader with over 19 years of experience in marketing, consumer strategy and business leadership across the healthcare, food-tech and FMCG sectors. He currently serves as Chief Business Officer at API Holdings Limited (PharmEasy), where he is responsible for driving business growth, consumer strategy, and key strategic

initiatives across e-pharmacy, e-diagnostics, partnerships and other healthcare initiatives of the B2C business. He previously served as Chief Marketing Officer at PharmEasy, playing a key role in brand building, customer engagement and growth during a transformative phase of the business.

Prior to API Holdings, he held senior leadership roles at Zomato as Chief Marketing Officer, and subsequently as Global Growth Head (Dining Out). Before Zomato, he spent over nine years at PepsiCo, where he led marketing for marquee brands such as Kurkure, Lay's and Tropicana. He began his career with ITC and has also worked with Tata Tea Limited and Lenovo.

Mr. Verma holds a Post Graduate Program in Management from the Indian Institute of Management, Bangalore, and B.Tech in Electronics from the Indian Institute of Technology, Madras. His expertise in consumer insights, brand building and business scaling will add significant value to the Company.

In the opinion of the Board, based on the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Verma would be beneficial to the Company, considering his skills, knowledge, expertise and rich experience.

Mr. Verma is not inter-se related to any Director or Key Managerial Personnel of the Company. He holds 1,570 equity shares in the Company.

Except Mr. Verma and his relatives, None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Additional details as required under Regulation 36 of Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) ("SS-2"), are included as **Annexure-2** to this Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 7 of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 8

Approval for the appointment of Mr. Uday Patel Kadam (DIN: 09277168) as a Director (Non-Executive & Non-Independent Director)

Pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 07, 2026, approved the appointment of Mr. Uday Patel Kadam (DIN: 09277168) as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from May 08, 2026 up to the date of this Annual General Meeting.

As per the provisions of Section 161 of the Act, Mr. Uday holds office up to the date of this Annual General Meeting. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements)

Regulations, 2015 ("Listing Regulations"), approval of Members is required for appointment of a Director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for his appointment.

The Company has received the following statutory disclosures from Mr. Uday:

- i) MBP-1 – Notice of Interest by Director;
- ii) Form DIR-2 – Consent to act as Director;
- iii) Form DIR-8 – Confirming that he is not disqualified to act as Director in terms of Section 164 of the Act;
- iv) A notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director; and
- v) An affirmation that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority and other disclosures.

Brief Profile:

Mr. Uday Patel Kadam is a seasoned business leader with over 18 years of diverse experience across healthcare, technology, telecom and financial services sectors, with strong expertise in business strategy, P&L management, operations and supply chain. He is currently associated with API Holdings Limited as Chief Operating Officer & Chief Business Officer, where he is responsible for driving business strategy, operational excellence and growth initiatives, with end-to-end accountability for key business verticals, including supply chain and procurement functions.

Prior to this, he has held leadership roles at Ninjacart as Business Head – Ninja Kisaan Platform, where he played a key role in building and scaling platform-led businesses and managing large-scale supply chain operations across India. Earlier, he was associated with Bharti Airtel for over six years in various senior leadership roles across sales, marketing, finance and business operations, including Head of Sales & Distribution (Karnataka) and Chief Commercial Officer – Airtel Mumbai. He began his career with HSBC and Deutsche Bank in finance and credit risk functions. Mr. Kadam holds a Master of Business Administration (MBA) from the Indian School of Business and brings strong leadership capabilities and strategic acumen, which will be valuable to the Company.

In the opinion of the Board, based on the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Uday would be beneficial to the Company, considering his skills, knowledge, expertise and rich experience.

Mr. Uday is not inter-se related to any Director or Key Managerial Personnel of the Company. He does not hold any equity shares in the Company, either by himself or on a beneficial basis.

Except Mr. Uday and his relatives, None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Additional details as required under Regulation 36 of Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) ("SS-2"), are included as **Annexure-2** to this Notice.

Accordingly, the Board recommends the resolution as set out in **Item No. 8** of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 9

Approval for the re-appointment of Mr. Rahul Franklin Guha (DIN: 09588432) as Chairman, Managing Director (MD) and Chief Executive Officer (CEO) of the Company and approve the remuneration payable to him

The Members of the Company, at the Annual General Meeting held in the year 2022, had approved the appointment of **Mr. Rahul Franklin Guha** (DIN: 09588432) as the Managing Director and Chief Executive Officer of the Company for a period of five (5) consecutive years, commencing from May 04, 2022 up to May 03, 2027.

Mr. Guha was thereafter appointed as Chairman of the Company with effect from April 07, 2023, in addition to his role as Managing Director and Chief Executive Officer.

The present term of Mr. Rahul Franklin Guha as Chairman, Managing Director and Chief Executive Officer of the Company is scheduled to expire on **May 03, 2027**.

The Board of Directors ("**the Board**"), unanimously, at its meeting held on **May 07, 2026**, based on the

recommendation of the Nomination and Remuneration Committee ("**NRC**"), has approved and recommended to the Members the re-appointment of **Mr. Rahul Franklin Guha** (DIN: 09588432) as the **Chairman, Managing Director and Chief Executive Officer** of the Company for a further term of **five (5) consecutive years**, commencing from **May 04, 2027 to May 03, 2032**, not liable to retire by rotation, subject to the approval of the Members.

Since his appointment, the Company has witnessed significant improvement in its operational and financial performance, driven by strategic expansion, operational efficiencies, enhanced partner network, and a sustained focus on affordable diagnostics.

The key highlights of the Company's performance under his leadership are as follows:

- i) The Company's consolidated revenue from operations grew from approximately ₹ 527 crore in FY 2022-23 to approximately ₹ 829 crore in FY 2025-26, registering a growth of over 57% during the period.
- ii) The consolidated Profit After Tax ("PAT") increased substantially from approximately ₹ 64 crore in FY 2022-23 to approximately ₹ 163 crore in FY 2025-26, reflecting strong profitability and operational excellence.

Further, in terms of Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the Members is being sought for the re-appointment and remuneration payable to Mr. Rahul Franklin Guha (DIN: 09588432). The re-appointment is also in conformity with the Nomination and Remuneration Policy of the Company.

The proposed remuneration payable to Mr. Guha shall be as under:

| Particulars | Details |
|---|---|
| Salary, Perquisites and Allowances | Fixed remuneration of ₹ 4,60,00,000 per annum, with such annual increments and/or revisions in the fixed remuneration as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall remuneration limits as per Section 197 of the Act. Perquisites and allowances shall, inter alia, include car allowance and reimbursements, special allowance, group term life insurance premium, furnished/unfurnished accommodation or house rent allowance, leave travel allowance/concession, personal accident insurance, group mediclaim, and other benefits as per the policies of the Company. |
| Annual Performance Linked Variable Pay | Variable pay of ₹ 1,90,00,000 per annum or as may be determined by the Board of Directors from time to time, based on performance parameters, subject to overall limits as per Section 197 of the Act. |
| Other Benefits & Allowances | Subject to applicable statutory ceilings, he shall be eligible for such other benefits, perquisites and allowances as may be decided by the Board from time to time. |
| Business Expenses | Reimbursement of travelling and all other expenses incurred w.r.t the business of the Company. |
| Sitting Fees | Not entitled to any sitting fees for attending meetings of the Board or Committees thereof during his tenure as Chairman, CEO & Managing Director. |
| Minimum Remuneration | In the event of loss or inadequacy of profits in any financial year, remuneration by way of salary, perquisites and allowances shall be paid in accordance with Schedule V of the Act. |
| Notice Period | As per the rules and policies of the Company. |
| Other Applicable Rules | All other rules of the Company applicable to his grade shall also apply to him. |

| Particulars | Details |
|--------------------------------|---|
| Stock options | Eligible for stock options as per the API Holdings Limited or Company's ESOP Policy, as may be approved from time to time. |
| Retirement Benefits | Company's contribution to provident fund, gratuity, leave encashment and other retirement benefits payable in accordance with the applicable laws, rules and regulations for the time being in force shall not be included in the computation of the ceiling on remuneration to the extent exempt under the Act. |
| Ceiling of Remuneration | <p>The remuneration payable to Mr. Rahul Franklin Guha (including salary, allowances, variable pay, perquisites, benefits and amenities) shall not exceed a maximum of 5% of the net profits of the Company, in accordance with the limits prescribed under Section 197 read with Section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.</p> <p>The Board of Directors shall have the authority to determine, vary, revise or modify the remuneration structure, including salary, increments, quantum and percentage of variable pay, and other components of remuneration, from time to time, within the aforesaid overall limits.</p> |

Brief Profile of Mr. Rahul Franklin Guha:

Mr. Rahul Franklin Guha is the Chairman, Managing Director & Chief Executive Officer of the Company and has over 27 years of experience across healthcare, life sciences, and technology driven businesses. He also serves as Managing Director & CEO at API Holdings Limited (the ultimate holding company), and enabling synergies among group companies. He plays a key role in driving growth, operational excellence, and digital transformation initiatives.

Prior to joining the Company, he was associated with Boston Consulting Group (BCG), where he served as Senior Partner and led the Healthcare and Life Sciences practice in India. During his tenure, he advised leading organizations on strategy, organizational transformation, and operational efficiency.

He has also co-founded Nautilus Software Solutions and served as Chief Technology Officer at Valuepay.com, bringing strong entrepreneurial and technology leadership experience.

Mr. Guha holds a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru, and a Bachelor's degree in Engineering from the University of Mumbai.

Mr. Guha also serves as a Chairman & Director on the Board of Nuclear Healthcare Limited, a wholly owned subsidiary of the Company.

The Company has received from Mr. Rahul Franklin Guha:

- his consent to act as Managing Director & Chief Executive Officer of the Company;
- a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- confirmation that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other regulatory authority; and

- a declaration confirming that he satisfies all conditions set out in Part I of Schedule V of the Act.
- other requisite disclosures pursuant to the Listing Regulations and the Companies Act, 2013.

The disclosures required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, are provided in the **Annexure-2** forming part of this Notice.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Guha as Chairman, Managing Director and Chief Executive Officer of the Company (from May 04, 2027 to May 03, 2032) in terms of section 190 of the Act.

The terms and conditions of re-appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the meeting and shall also be made available at the meeting.

Except Mr. Rahul Franklin Guha, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at **Item No. 9** of the Notice.

Accordingly, the Board recommends the resolution as set out in **Item No. 9** of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 10

Approval for the amendment in the Memorandum of Association (MOA) of the Company

The Board of Directors ("the Board") of the Company, at its meeting held on May 07, 2026, has considered and approved, subject to the approval of the Members, the proposal for alteration of the Memorandum of Association ("MOA") of the Company. The existing MOA of the Company is based on the provisions of the erstwhile Companies Act, 1956 and contains references to the said Act, which are required to be aligned with the provisions of the Companies Act, 2013.

Further, while the existing Objects Clause of the MOA already covers diagnostic activities, it is proposed to broaden its scope by inserting an enabling sub-clause under Clause III(A) to permit the Company to undertake a wider range of activities within the healthcare and diagnostics ecosystem, including allied services and dealing in related products,

equipment, and consumables. Accordingly, it is proposed to insert new sub-clause 1B under Clause III(A)(1) of the MOA.

Accordingly, it is proposed to amend the MOA of the Company to align it with the Companies Act, 2013 and to effect the following key changes:

| Particulars | Existing Clauses | Proposed Amendments |
|---|---|--|
| Substitution of heading of Clause III(A) | MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS | "THE OBJECTS TO BE PURSUED BY THE COMPANY ARE" |
| Addition of Sub clause 1B under Clause III(A) (1) | | "1B To carry on the business of establishing, setting up, acquiring, operating, managing or administering diagnostic facilities (including home collection), including but not limited to, clinical laboratories, radiology and pathology centres, collection centres, hospitals, clinics, polyclinics, research and healthcare facilities, and to provide healthcare and diagnostic services including pathological, radiological, biochemical, microbiological, immunological, genetic, cardiological and other medical investigations and testing services, and to undertake collection, handling, storage, transportation, processing and analysis of human, animal, plant, food, water, soil and other samples, tissues, body fluids, blood and allied materials for diagnostic, therapeutic, research or other purposes, in India or abroad, under its own brand or otherwise, including through online or digital platforms; and to develop, operate and manage healthcare, diagnostic and data-driven digital platforms, applications and portals; and to undertake teaching, training and imparting practical and theoretical knowledge in diagnostics, pathology, healthcare and allied fields; and further to manufacture, produce, assemble, process, procure, purchase, import, export, stock, distribute, market, sell, resell, lease, hire or otherwise deal in medical, diagnostic, healthcare, pharmaceutical, surgical, wellness equipment, devices, instruments, consumables, merchandise and allied products, including point of care devices, and to carry on such activities either on its own or in collaboration with third parties, partners, franchisees or service providers in India or abroad." |
| Substitution of heading of Clause III(B) | Object incidental or ancillary to the attainment of main objects: | Matters which are necessary for furtherance of the objects specified in Clause III(A) are: |
| Deletion of header of Clause III(C) i.e., "Other Objects" | Other Objects: | Deleted in line with the Companies Act, 2013, as such clauses are now covered under Clause III(B) |
| Substitution of Clause IV | The liability of the members is limited | "The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them." |
| Statutory alignment | References to Companies Act, 1956 | To be replaced with corresponding provisions of the Companies Act, 2013 along with necessary consequential changes |

A copy of the MOA of the Company incorporating the proposed alterations shall be available for electronic inspection by the Members during office hours from June 5, 2026 to June 29, 2026, upon request being sent to compliance@thyrocare.com, mentioning their name, Folio No. / Client ID and DP ID, along with a self-attested copy of PAN card and details of documents sought for inspection.

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

Accordingly, the Board recommends the resolution as set out in **Item No. 10** of this Notice for approval of the Members as a Special Resolution.

Annexure – 1

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.

- (i) The voting period begins on Friday, June 26, 2026 at 9:00 A.M and ends on Monday, June 29, 2026 at 5:00 PM. The cut-off date for determining the eligibility of shareholders to cast their vote through e-voting is Tuesday, June 23, 2026. 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 December 09, 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.

- (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 | <ol style="list-style-type: none"> 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 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL 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 an 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"> 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. 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/IdeasDirectReq.jsp 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. |

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 on 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 in case of 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 Physical shareholders and other than individual shareholders holding shares in Demat. | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department <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. |

- (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 260526007 (EVSN) of the Company 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.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) 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.
- (xi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **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 attending AGM & 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, AVP, (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 toll free no. 1800 21 09911.

Annexure – 2

Details of Directors seeking appointment/Re-appointment

The details, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice:

| Name of Director | Mr. Rahul Franklin Guha | Mr. Alok Kumar Jagnani |
|---|--|---|
| DIN | 09588432 | 00644360 |
| Date of Birth | March 02, 1978 | August 01, 1980 |
| Age (in years) | 48 years | 45 years |
| Nationality | Indian | Indian |
| Qualification Experience (including expertise in specific functional area)/ Brief Resume including skills and capabilities required for the role and manner in which the Director meets such requirements | <p>Mr. Rahul Franklin Guha is the Chairman, Managing Director & Chief Executive Officer of the Company and has over 27 years of experience across healthcare, life sciences, and technology driven businesses. He also serves as Managing Director & CEO at API Holdings Limited (the ultimate holding company), and enabling synergies among group companies. He plays a key role in driving growth, operational excellence, and digital transformation initiatives.</p> <p>Prior to joining the Company, he was associated with Boston Consulting Group (BCG), where he served as Senior Partner and led the Healthcare and Life Sciences practice in India. During his tenure, he advised leading organizations on strategy, organizational transformation, and operational efficiency.</p> <p>He has also co-founded Nautilus Software Solutions and served as Chief Technology Officer at Valuepay.com, bringing strong entrepreneurial and technology leadership experience.</p> <p>Mr. Guha holds a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru, and a Bachelor's degree in Engineering from the University of Mumbai.</p> <p>Mr. Guha also serves as a Chairman & Director on the Board of Nueclear Healthcare Limited, a wholly owned subsidiary of the Company.</p> <p>Skills and Capabilities:</p> <ol style="list-style-type: none"> Strong leadership and strategic vision with global consulting experience Deep domain expertise in healthcare, pharmaceuticals, MedTech, and HealthTech Proven ability to drive digital transformation and innovation Experience in scaling businesses and managing complex organizational structures Strong governance, risk management, and stakeholder engagement skills Entrepreneurial mindset with execution excellence <p>His extensive experience and leadership capabilities enable him to effectively lead the Company as Chairman, Managing Director and Chief Executive Officer and contribute meaningfully at the Board level.</p> | <p>Mr. Alok Kumar Jagnani, a Chartered Accountant, joined API group in August 2023 as the Chief Financial Officer. He brings over 20 years of post-qualification experience working with the world's largest manufacturing and service industries. His expertise includes Finance and Procurement, Mergers & Acquisitions, Treasury, and Fund Management. Notably, he played a key role in the Vodafone-Idea merger, one of the largest transactions in the Telecom sector. Mr. Jagnani's previous roles include significant positions at Tata Steel and Vodafone India, followed by finance controller responsibilities at Greencell Mobility, where he managed all finance operations, including accounting, MIS, FP&A, treasury, and inventory management.</p> <p>He possess the required knowledge, experience and skill for the position of the Director of the Company.</p> |
| Terms and Conditions of Appointment/ Reappointment | Mr. Guha is proposed to be re-appointed as the Managing Director and Chief Executive Officer of the Company, for a further term of 5(five) years, on such terms and conditions as mentioned in Agenda No. 9 of this Notice and Explanatory Statement. He shall not be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013. | Mr. Jagnani is proposed to be re-appointed as the Non-Executive Non-Independent Director of the Company. He shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013. |

| Name of Director | Mr. Rahul Franklin Guha | Mr. Alok Kumar Jagnani |
|---|---|---|
| Existing and Proposed Remuneration (including sitting fees, if any) | Existing Remuneration (FY 2025-26): ₹ 6.10 Crores. Proposed Remuneration: The remuneration payable to Mr. Rahul Franklin Guha (including salary, allowances, variable pay, perquisites, benefits and amenities) shall not exceed a maximum of 5% of the net profits of the Company, in accordance with the limits prescribed under Section 197 read with Section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force. | Nil |
| Date of first appointment on the Board | May 04, 2022 | July 24, 2025 |
| Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner | 1,98,738 Equity Shares | 20,450 Equity Shares (including relatives) |
| Relationship with other Directors/Key Managerial Personnel and Manager | Mr. Guha is not related to any Director or Key Managerial Personnel of the Company. | Mr. Jagnani is not related to any Director or Key Managerial Personnel of the Company. |
| Directorships of other Boards as on the date of Notice | 1. API Holdings Ltd. 2. Nueclear Healthcare Limited | 1. AKP Healthcare Private Limited 2. Venkatesh Medico Private Limited 3. Nueclear Healthcare Limited 4. Think Health Diagnostics Private Limited 5. Thyrocare Laboratories (Tanzania) Limited |
| Names of the Listed Entities from which resigned in last 3 years | Nil | Nil |
| Membership/ Chairmanship of Committees of Thyrocare Technologies Ltd. | Member in: 1) Audit Committee, 2) Risk Management Committee | Member in: a) Corporate Social Responsibility Committee, b) Stakeholders Relationship Committee, c) Risk Management Committee |
| Membership/ Chairmanship of Committees of other Boards as the date of notice | Member in Audit Committee and Nomination and Remuneration Committee of Nueclear Healthcare Limited | Member in Nomination and Remuneration Committee of Nueclear Healthcare Limited |
| Number of Board Meetings attended during the Financial Year 2025-26 | Attended 4 out of 4 Board Meetings that were held during the FY 2025-26 | Attended 2 out of 2 Board Meetings which he was entitled to attend during FY 2025-26. |

| Name of Director | Mr. Gaurav Verma | Mr. Uday Patel Kadam |
|---|---|--|
| DIN | 11692586 | 09277168 |
| Date of Birth | August 16, 1981 | August 17, 1984 |
| Age (in years) | 44 years | 41 years |
| Nationality | Indian | Indian |
| Qualification Experience (including expertise in specific functional area)/ Brief Resume including skills and capabilities required for the role and manner in which the Director meets such requirements | <p>Mr. Gaurav Verma is a seasoned business leader with over 19 years of experience in marketing, consumer strategy and business leadership across the healthcare, food-tech and FMCG sectors. He currently serves as Chief Business Officer at API Holdings Limited (PharmEasy), where he is responsible for driving business growth, consumer strategy, and key strategic initiatives across e-pharmacy, e-diagnostics, partnerships and other healthcare initiatives of the B2C business. He previously served as Chief Marketing Officer at PharmEasy, playing a key role in brand building, customer engagement and growth during a transformative phase of the business.</p> <p>Prior to API Holdings, he held senior leadership roles at Zomato as Chief Marketing Officer, and subsequently as Global Growth Head (Dining Out).</p> <p>Before Zomato, he spent over nine years at PepsiCo, where he led marketing for marquee brands such as Kurkure, Lay's and Tropicana. He began his career with ITC and has also worked with Tata Tea Limited and Lenovo.</p> <p>Mr. Verma holds a Post Graduate Program in Management from the Indian Institute of Management, Bangalore, and B.Tech in Electronics from the Indian Institute of Technology, Madras. His expertise in consumer insights, brand building and business scaling will add significant value to the Company.</p> | <p>Mr. Uday Patel Kadam is a seasoned business leader with over 18 years of diverse experience across healthcare, technology, telecom and financial services sectors, with strong expertise in business strategy, P&L management, operations and supply chain. He is currently associated with API Holdings Limited as Chief Operating Officer & Chief Business Officer, where he is responsible for driving business strategy, operational excellence and growth initiatives, with end-to-end accountability for key business verticals, including supply chain and procurement functions.</p> <p>Prior to this, he has held leadership roles at Ninjacart as Business Head – Ninja Kisaan Platform, where he played a key role in building and scaling platform-led businesses and managing large-scale supply chain operations across India. Earlier, he was associated with Bharti Airtel for over six years in various senior leadership roles across sales, marketing, finance and business operations, including Head of Sales & Distribution (Karnataka) and Chief Commercial Officer – Airtel Mumbai. He began his career with HSBC and Deutsche Bank in finance and credit risk functions. Mr. Kadam holds a Master of Business Administration (MBA) from the Indian School of Business and brings strong leadership capabilities and strategic acumen, which will be valuable to the Company.</p> <p>He possess the required knowledge, experience and skill for the position of the Director of the Company.</p> |
| Terms and Conditions of Appointment/ Reappointment | Mr. Verma is proposed to be appointed as the Non-Executive Non-Independent Director of the Company. He shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 | Mr. Uday is proposed to be appointed as the Non-Executive Non-Independent Director of the Company. He shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 |
| Existing and Proposed Remuneration (including sitting fees, if any) | Nil | Nil |
| Date of first appointment on the Board | May 08, 2026 | May 08, 2026 |
| Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner | 1,570 Equity Shares | Nil |
| Relationship with other Directors/Key Managerial Personnel and Manager | Mr. Verma is not related to any Director or Key Managerial Personnel of the Company | Mr. Uday is not related to any Director or Key Managerial Personnel of the Company. |

| Name of Director | Mr. Gaurav Verma | Mr. Uday Patel Kadam |
|--|------------------|---|
| Directorships of other Boards as on the date of Notice | Nil | <ol style="list-style-type: none"> 1. Akna Medical Private Limited 2. Supplythis Technologies Private Limited 3. Allumer Medical Private Limited 4. Vardhman Health Specialities Private Limited 5. Threpsi Solutions Private Limited 6. Ayro Retail Solutions Private Limited 7. Avighna Medicare Private Limited 8. Mahaveer Medi-Sales Private Limited 9. Shreeji Distributors Pharma Private Limited |
| Names of the Listed Entities from which resigned in last 3 years | Nil | Nil |
| Membership/ Chairmanship of Committees of Thyrocare Technologies Ltd. | Nil | Nil |
| Membership/ Chairmanship of Committees of other Boards as the date of notice | Nil | Member in Corporate Social Responsibility Committee of Mahaveer Medi-Sales Private Limited |
| Number of Board Meetings attended during the Financial Year 2025-26 | NA | NA |

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 26th Annual General Meeting of the Company to be held on Tuesday, June 30, 2026 at 11.00 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, 2026, 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, 2026, together with the Auditors' Report thereon.
2. To declare a **final dividend of ₹ 7.00/- per equity share** and to confirm the payment of interim dividend of ₹ 7.00/- per equity share (pre-bonus issue) [equivalent to ₹ 2.33 per equity share post bonus adjustment] on equity share having face value of ₹ 10/- each for the financial year ended March 31, 2026.
 3. To re-appoint Mr. Alok Kumar Jagnani (DIN: 00644360), who retires by rotation and being eligible, offers himself for re-appointment.
 4. To appoint M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration No. 012754N/N500016) Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years and to fix their remuneration.

Special Business

5. Ratification of the remuneration of M/s. Jitender Navneet & Co., Cost Accountants, the Cost Auditors of the Company.
6. Approval for entering into Material Related Party Transactions with Docon Technologies Private Limited.
7. Approval for the appointment of Mr. Gaurav Verma (DIN: 11692586) as Director (Non-Executive and Non-Independent) of the Company with effect from May 08, 2026.
8. Approval for the appointment of Mr. Uday Patel Kadam (DIN: 09277168) as Director (Non-Executive and Non-Independent) of the Company with effect from May 08, 2026.
9. Approval for the re-appointment of Mr. Rahul Franklin Guha (DIN: 09588432) as Chairman, Managing Director (MD) and Chief Executive Officer (CEO) of the Company with effect from May 04, 2027 and approve the remuneration payable to him.
10. Approval for the amendment in the Memorandum of Association (MOA) of the Company.

Signed this

Signature of shareholder:

Signature of Proxy holder(s):

Please affix
Revenue Stamp

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 26th 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 26th Annual General Meeting of the Company on Tuesday, June 30, 2026, at 11.00 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 2025-26 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 Juninagar Railway Station to the AGM Venue

