September 28, 2026

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
(SYMBOL: THYROCARE)

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
(SCRIP CODE 539871)

Sub: Submission of Postal Ballot Notice - Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice dated September 21, 2026, along with the explanatory statement. The said notice is being sent today, i.e. September 28, 2026, through electronic mode to the shareholders, whose e-mail addresses are registered with the Depositories/Registrar and Share Transfer Agent of the Company as on the cut-off date, i.e., **Friday, September 25, 2026**, for seeking approval of the members by means of remote electronic voting ("remote e-voting") for below mentioned resolutions:

Item No	Particular of Resolution	Type of Resolution
1	Approval for Purchase of Land and Building from Nueclear Healthcare Limited, a Material Wholly-Owned Subsidiary of the Company.	Special Resolution
2	Approval for sale or divestment of Company's investment in the entire shareholding of Nueclear Healthcare Limited, a Material Wholly-Owned Subsidiary of the Company	Special Resolution (in addition to approval by way of majority of the public shareholders)

The remote e-voting will commence on **Wednesday, September 30, 2026,** at **9:00 A.M. (IST)** onwards and will end on **Thursday, October 29, 2026,** at **5:00 P.M. (IST).**

The results of the Postal Ballot will be declared on or before **Monday, November 02, 2026.**

A copy of Postal Ballot Notice is also being made available on the website of the Company https://investor.thyrocare.com/postal-ballot/ and on the website of CDSL https://www.evotingindia.com/noticeResults.jsp, the remote e-voting service provider.

This is for your information and records.

For **Thyrocare Technologies Limited**

Brijesh Kumar Digitally signed by Brijesh Kumar Date: 2026.09.28 19:20:22 +05'30'

Thyrocare Technologies Limited

Brijesh Kumar
Company Secretary and Compliance Officer
Encl.: As above

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Dear Members,

Notice is hereby given that Thyrocare Technologies Limited ("**the Company**") is seeking the approval of the Members of the Company by way of Postal Ballot through remote e-voting, in respect of the resolutions as set out in this Postal Ballot Notice.

The Postal Ballot Notice contains the requisite information and disclosures relating to the proposed resolutions to enable the Members to consider and cast their votes electronically.

The Company has provided the facility of remote e-voting to all eligible Members in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any circulars, statutory modification or re-enactment thereof for the time being in force.

Information at a glance

Resolution proposed for voting by the Members	**Item 1:** Approval for Purchase of Land and Building from Nueclear Healthcare Limited, a Material Wholly Owned Subsidiary of the Company, pursuant to Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Special Resolution)** **Item 2:** Approval for sale or divestment of Company's investment in the entire shareholding of Nueclear Healthcare Limited ("NHL"), a Material Wholly-Owned Subsidiary of the Company. (**Special Resolution, in addition to approval by way of majority of the public shareholders)** Detailed Explanatory Statement and rationale for both the resolutions are annexed to this Notice.
Board recommendation	The Board recommends that Members vote **"FOR"** both resolutions.
Cut-off date for E-voting	Members holding shares of the Company as on the cut-off date, **i.e, Friday, September 25, 2026**, shall be entitled to vote electronically. The voting rights of the Members shall be in proportion to their respective shareholding in the paid-up equity share capital of the Company as on the cut-off date.
Commencement of e-voting	From **9:00 A.M. (IST)** on **Wednesday, September 30, 2026**
End of e-voting	Upto **5:00 P.M. (IST)** on **Thursday, October 29, 2026**
Results	The results of the Postal Ballot shall be declared on or before **Monday, November 02, 2026** and shall be made available on the website of the Company at **investor.thyrocare.com/postal-ballot**, on the e-voting platform at **www.evotingindia.com**, and on the websites of BSE Limited and National Stock Exchange of India Limited.
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
Contact details of the Company	Mr. Brijesh Kumar, Company Secretary & Compliance Officer Corporate Office: D-37/3, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai – 400703. Phone: +91 - 8422945537 Email: compliance@thyrocare.com
Helpdesk	In case of any queries or grievances relating to remote e-voting, the Equity Shareholders may contact 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 at toll free no. 1800 21 09911.

Thyrocare

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Thyrocare Technologies Limited

CIN: L86905MH2000PLC123882

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

Phone: +91 - 8422945537

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

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

In compliance with the MCA Circulars, the Company is sending this Notice and instructions for remote e-voting only in electronic form to those Members whose email addresses are registered with Company and/or National Securities Depository Limited ("**NSDL**") and/or Central Depository Services (India) Limited ("**CDSL**") (hereinafter referred to as "Depositories"), or the Company's Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) ("**RTA**") as of the cut-off date, **i.e, Friday, September 25, 2026.** Members whose email addresses are not registered should follow the process provided in this Notice, to receive the login ID, and password for remote e-voting. Physical copies of the Notice, Postal Ballot Form, and prepaid business reply envelope will not be sent to Members for this Postal Ballot.

The communication of members recording their 'assent' or 'dissent' would only take place through the e-voting system. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

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

The Company has engaged the services of CDSL to provide remote e-voting facilities to its Members. Instructions for remote e-voting are appended to this Notice. The Notice is also available on the Company's website at https://investor.thyrocare.com/postal-ballot/. Members are requested to carefully follow the instructions in the 'Notes' section and cast their votes by remote e-voting **not later than 5:00 P.M. (IST) on Thursday, October 29, 2026**. Any votes cast after **5:00 P.M. on Thursday, October 29, 2026**, shall be treated as invalid and shall not be considered. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors in its Meeting held on September 21, 2026, has appointed Ms. Nupur Gadekar (Mem. No. 41015 & CoP No. 25892), failing her Ms. Alifya Sapatwala (Mem. No. 24091 & CoP No. 24895), Partners of M/s. Mehta & Mehta, Company Secretaries (ICSI UIN.: P1996MH007500), Peer Review Certificate No. 7281/2025), as the Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process. The Scrutinizer's decision regarding the validity of the Postal Ballot will be final. **The remote e-voting period will commence on Wednesday, September 30, 2026 at 9:00 A.M. (IST) and conclude on Thursday, October 29, 2026 at 5:00 P.M. (IST).**

After completion of scrutiny of the votes cast, the Scrutinizer shall, within 2 (two) working days from the conclusion of the voting period of postal ballot, make a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same. The Chairperson or a person authorized by him shall declare the voting results forthwith.

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

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of members by means of Postal Ballot i.e. **Thursday, October 29, 2026.**

The items of business requiring the approval of the Members through Postal Ballot by way of remote e-voting are as follows:

SPECIAL BUSINESS:

1. Approval for Purchase of Land and Building from Nueclear Healthcare Limited, a Material Wholly Owned Subsidiary of the Company, pursuant to Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 24(6) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended from time to time, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of Thyrocare Technologies Limited ("**Company**") be and is hereby accorded for the purchase/acquisition of land and building situated at Plot No. 428, Udyog Vihar Phase-4, Gurugram-122015, Haryana and H.No. 1-9-645, Vidyanagar, Adikmet Road, Near SBI, Hyderabad - 500044, Telangana (collectively as ("**Properties**") by the Company from Nueclear Healthcare Limited ("**NHL**"), a Material Wholly Owned Subsidiary of the Company, for an aggregate consideration of INR 20,58,86,908/- (Rupees Twenty Crore Fifty-Eight Lakh Eighty-Six Thousand Nine Hundred and Eight only) plus applicable stamp duty, registration charges and other expenses incidental to and in connection with the acquisition of the Properties.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, to settle any question, difficulty or doubt that may arise in connection with the aforesaid transaction and to take all such steps as may be necessary, incidental or ancillary thereto.**"**

2. Approval for sale or divestment of Company's investment in the entire shareholding of Nueclear Healthcare Limited ("NHL"), a Material Wholly-Owned Subsidiary of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the rules made thereunder, Regulation 24(5), Regulation 37A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, and other applicable laws, rules, regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of Thyrocare Technologies Limited **("Company"**) be and is hereby accorded for the divestment of Company's investment in the entire shareholding of Nueclear Healthcare Limited ("**NHL**"), a material wholly-owned subsidiary of the Company, comprising 1,11,11,000 (One Crore Eleven Lakh Eleven Thousand) equity shares, representing 100% of the issued, subscribed and paid-up share capital of NHL, to Trovera Healthcare Private Limited ("**Trovera**" or the "**Purchaser**"), pursuant to the terms and conditions of the Share Purchase Agreement ("**SPA**") and other transaction documents entered or to be entered into between the Company and Trovera, for an aggregate consideration of approximately Rs. 141,40,00,000 (Rupees One Hundred Forty-One Crore Forty Lakh only), comprising (i) 42,500 (Forty-Two Thousand Five Hundred) Compulsorily Convertible Preference Shares ("**CCPS**") of Trovera, having a face value of Rs. 10/- (Indian Rupees Ten only) per CCPS and issued at a premium of Rs. 13,990 (Indian Rupees Thirteen Thousand Nine Hundred Ninety only) per CCPS aggregating to Rs. 59,50,00,000/- (Rupees Fifty-Nine Crore Fifty Lakh only) to be issued and allotted by Trovera to the Company and (ii) Cash Consideration of approximately Rs. 81,90,00,000/- (Indian Rupees Eighty-One Crores and Ninety Lakh only), payable by Trovera in favour of the Company, subject to adjustment upon determination of working capital adjustment amount, such CCPS and cash consideration together constituting the aggregate consideration payable by Trovera to the Company for the sale, transfer and disposal of the entire shareholding of NHL.

RESOLVED FURTHER THAT upon completion of the aforesaid divestment, NHL shall cease to be a subsidiary and material subsidiary of the Company and the Company shall cease to exercise control over NHL.

RESOLVED FURTHER THAT the Board of Directors of the Company which term shall be deemed to include any committee which the board may have constituted or may constitute from time to time to exercise its power including the power conferred by aforesaid resolution be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or incidental thereto, to give effect to the above 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: September 21, 2026
Place: Navi Mumbai

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.

2. In compliance with the MCA Circulars, this Postal Ballot Notice ("**Notice**") is being sent only by electronic mode to those equity shareholders of the Company ("**Shareholders/Members**") whose names appear on the Register of Members/ List of Beneficial Owners maintained by Depositories as on **Friday, September 25, 2026,** ("**Cut-Off Date**") and whose e-mail addresses are registered with the Depositories or RTA. The physical copies of this Notice along with postal ballot form(s) and pre-paid business reply envelope(s) are not being sent to the Shareholders. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

3. Shareholders who have not registered their E-mail IDs should follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on the said Cut-off date are entitled to vote on the Resolutions set forth in this Notice.

4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. In case of joint holders, only such joint holder who is first in the order of names will be entitled to vote on the resolution included in the Postal Ballot Notice.

5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

6. Members may please note that the Notice will also be available on the Company's website at https://investor. thyrocare.com/postal-ballot/, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia. com respectively and website of Central Depository Services (India) Limited ("**CDSL**") at https://www.evotingindia.com/.

7. The Company has engaged the services of **CDSL** as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.

8. The Postal Ballot e-voting facility will be available during the following period (both days inclusive):

Commencement of e-voting	From **9:00 A.M. (IST)** on **Wednesday, September 30, 2026.**
End of e-voting	Upto **5:00 P.M. (IST)** on **Thursday, October 29, 2026.**

9. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

10. The Board of Directors in its Meeting held on September 21, 2026, has appointed Ms. Nupur Gadekar (Mem. No. 41015 & CoP No. 25892), failing her Ms. Alifya Sapatwala (Mem. No. 24091 & CoP No. 24895), Partners of M/s. Mehta & Mehta, Company Secretaries (ICSI UIN.: P1996MH007500), Peer Review Certificate No. 7281/2025), as the Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process.

11. The Scrutinizer shall, after the conclusion of the remote e-voting on **Thursday, October 29, 2026,** at **5:00 P.M. (IST)**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour or against, if any, and shall be submitted to the Chairman or any person authorised by the Chairman, who shall countersign the same and declare the voting result of Postal Ballot forthwith.

12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Thursday, October 29, 2026**, subject to receipt of the requisite number of votes in favour of the resolution.

13. Results of voting shall be declared on or before **Monday, November 02, 2026.** The results of the Postal Ballot shall be placed on the website of the Company, https://investor.thyrocare.com/ and on the website of CDSL, https://www.evotingindia.com/noticeResults.jsp and will also be forwarded simultaneously to National Stock Exchange of India Limited and BSE Limited.

14. A Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf/ jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at compliance@thyrocare.com.

15. In case of any queries or grievances relating to remote e-voting, Equity Shareholders may contact Mr. Rakesh Dalvi, 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 at toll free no. 1800 21 09911.

16. All the material documents referred to in the explanatory statement, shall be available for inspection for Members through electronic mode during office hours from **Wednesday, September 30, 2026 to Thursday, October 29, 2026.** basis the request being sent on compliance@thyrocare.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN Card attached to the email.

17. The SMART ODR Portal can be accessed at: https://smartodr.in/login.

18. The procedure for e-voting is as under:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

Step 2: Access through CDSL e-Voting system in case of Non-Individual shareholders holding Shares in demat mode.

(i) The remote e-voting period begins on **Wednesday, September 30, 2026**, at **9.00 A.M.** and ends on **Thursday, October 29, 2026**, at **5.00 P.M.** (both the days inclusive). During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e. **Friday, September 25, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (**ESPs**) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

ii. After entering these details appropriately, click on "**SUBMIT**" tab.

iii. Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

iv. Click on the EVSN (**260926001**) for the relevant THYROCARE TECHNOLOGIES LIMITED on which you choose to vote.

v. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

vi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

vii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

viii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

ix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

x. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

ii.) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@thyrocare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1) **For Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 at toll free no. 1800 21 09911.

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

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

Registered Office:

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

Date: September 21, 2026
Place: Navi Mumbai

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

Item No. 1:

Nueclear Healthcare Limited ("**NHL**" or "**Nueclear**") is a wholly owned subsidiary of Thyrocare Technologies Limited ("**Company**" or "**TTL**") and is a material subsidiary of the Company within the meaning of Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

The following immovable properties are being proposed to be acquired from NHL collectively as ("**Properties**"):

S. No.	Particulars of Property	Location
1.	Land and Building	Plot No. 428, Udyog Vihar Phase-IV, Gurugram – 122015, Haryana
2.	Land and Building	H. No. 1-9-645, Vidyanagar, Adikmet Road, Near SBI, Hyderabad – 500044, Telangana

The Company presently operates its diagnostic laboratory facilities at Gurugram, Haryana and Hyderabad, Telangana from the aforesaid Properties owned by NHL and is presently paying rent to NHL for use of such Properties.

At its meeting held on **July 23, 2026**, the Board of Directors of the Company, inter alia, approved, in-principle, the evaluation of various options for demerging the radiology business of NHL. It is proposed that the Company acquires the Properties from NHL prior to completion of the proposed divestment of its shareholding in NHL, as detailed in the Explanatory Statement to Item No. 2 of this Notice.

The proposed acquisition of the Properties is intended for the following purpose:

- **Continuity of operations:** The Company's diagnostic laboratory facilities at Gurugram and Hyderabad are presently operating from the Properties. Acquisition of the Properties by the Company will facilitate continuity of such operations following the proposed divestment of NHL.
- **Elimination of rental outflow:** The Company presently pays rent to NHL for use of the Properties. Upon acquisition of the Properties by the Company, the corresponding rental outflow to NHL will cease.
- **Ownership of operational premises:** The acquisition will enable the Company to own the Properties from which its existing diagnostic operations are conducted, rather than continuing to operate from Properties owned by an entity that is proposed to be divested.

Accordingly, upon the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on September 21, 2026, after considering the business rationale, valuation and proposed terms and conditions of the transaction, approved the proposal for acquisition of the Properties from NHL for an aggregate consideration of **INR 20,58,86,908/- (Rupees Twenty Crore Fifty-Eight Lakh Eighty-Six Thousand Nine Hundred and Eight only)**, subject to the approval of the Members of the Company through this postal ballot notice.

The consideration payable for the Properties is as per the fair value determined by an independent Registered Valuer, Mr. Anil Kumar (Registered Valuer-Land & Building, IBBI Reg. No. IBBI/RV/02/2021/14378) of M/s Pensar Valuation Private Limited, in a report dated August 4, 2026. Land was valued using the Circle Value / Guidance Value approach, after considering location and market factors. Buildings were valued using the depreciated replacement cost ("**DRC**") method.

The proposed transaction will be undertaken on an arm's length basis. The consideration payable by the Company has been determined with reference to the valuation of the Properties and after taking into account their location, nature, characteristics and prevailing market conditions.

The proposed acquisition is being undertaken in the context of the proposed divestment of the radiology business of NHL, as explained in detail in the Explanatory Statement for Item No. 2 of this Notice, and is intended to facilitate the proposed restructuring while ensuring continuity of the Company's existing operations from the Gurugram and Hyderabad Properties.

Regulation 24(6) of the SEBI Listing Regulations provides that where the sale, disposal or lease of assets of a material subsidiary exceeds 20% of the assets of such material subsidiary, prior approval of the shareholders of the listed entity by way of a Special Resolution is required.

Since the aggregate value of the Properties proposed to be sold by NHL exceeds 20% of the total assets of NHL, based on its latest audited financial statements, the proposed transaction requires prior approval of the Members of the Company by way of a Special Resolution pursuant to Regulation 24(6) of the SEBI Listing Regulations.

The Board, after considering the business rationale, valuation and terms of the proposed transaction, is of the view that the proposed acquisition of the Properties is in the interest of the Company and its Members.

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 declaration of the results.

The Board recommends the Special Resolution set out at **Item No. 1** of this Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company and/or NHL.

Item No. 2:

Nueclear Healthcare Limited ("**NHL**" or "**Nueclear**") is a wholly owned subsidiary of Thyrocare Technologies Limited ("**Company**" or "**TTL**") and is a material subsidiary of the Company within the meaning of Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

The Company holds **1,11,11,000 (One Crore Eleven Lakh Eleven Thousand) equity shares** of NHL, representing 100% of the issued, subscribed and paid-up share capital of NHL. NHL is engaged in the **radiology and diagnostic imaging business**.

Over the last 3 years, the performance of NHL as compared to that of the Company is given below:

Amount (Rs. In Crore)

Particulars	**FY 25-26**		**FY 24-25**		**FY 23-24**	
	NHL	**TTL**	**NHL**	**TTL**	**NHL**	**TTL**
Turnover	44.62	774.27	47.59	633.1	43.16	524.02
Net Worth	83.55	560.68	75.69	537.1	74.66	513.81
Operating Profit	**1.46**	**205.16**	**(3.17)**	**139.52**	**(1.90)**	**95**
Other Income	4.87	13.39	3.34	13.34	2.81	7.18
PAT	6.16	148.81	0.05	95.05	0.81	71.14
PAT %	14%	19%	0%	15%	2%	14%
ROCE %	**7.35%**	**34.91%**	**0.22%**	**27.46%**	**1.21%**	**18.45%**

All figures are on a Standalone Basis

At its meeting held on **July 23, 2026**, the Board of Directors of the Company ("**Board**") approved the evaluation of proposed demerger of NHL's radiology business undertaking to outside the group, by way of a scheme of arrangement or slump sale or business transfer or any other appropriate structure or mode, as may be evaluated, subject to requisite regulatory and statutory approvals.

As part of this evaluation, the Company received a proposal from Trovera Healthcare Private Limited ("**Trovera**" or the "**Purchaser**") for purchase of the Company's entire shareholding in NHL. The terms of the transaction would be as mentioned in the Share Purchase Agreement ("**SPA**") and other related transaction documents. The consideration for the sale of 100% stake of the Company in NHL would be approximately INR 141.4 crore, subject to adjustment upon determination of the Working Capital Adjustment Amount, in accordance with the provisions of the SPA.

Rationale for the Proposed Transaction:

The Company has considered the future requirements of the radiology business, including the continuing investments that may be required in diagnostic equipment, technology, maintenance and infrastructure. After evaluating the available alternatives, the proposed divestment is expected to:

- enable the Company to streamline its business portfolio and focus on its core diagnostics business;
- facilitate the transfer of the radiology business to a specialised operator; and
- provide the Company, vide cash consideration from Trovera, with the cash proceeds for its general corporate and business purposes.

The aggregate consideration for the proposed sale of approximately **Rs. 141.40 Crore**, comprises of:

Component	**Amount (Rs. In Crore)**
42,500 Compulsorily Convertible Preference Shares (**"CCPS"**) of Trovera, having face value Rs. 10 each, issued at a premium of Rs. 13,990 (i.e. Issue Price of INR 14,000) per CCPS	59.50
Cash, subject to a working-capital adjustment under the SPA	Approx. Rs. 81.90
Total consideration	**Approx. 141.40**

The proposed transaction is **not a related party transaction**.

The consideration was arrived at taking into account a fair valuation of NHL by M/s. V. B. Desai Financial Services Limited, a SEBI-registered Category-I Merchant Banker (Registration No. INM000002731), using the discounted cash flow method based on free cash flow to firm (DCF–FCFF).

It may be noted that the 42,500 CCPS proposed to be issued by Trovera to the Company are being issued at an issue price of Rs. 14,000 per CCPS, which is based on fair valuation of Trovera by Mr. Raj Pradip Shroff, a Registered Valuer (Registration No. IBBI/RV/05/2019/11263), using the discounted cash flow method based on free cash flow to firm (DCF–FCFF).

Further, it may be noted that the valuation at which the Company is receiving the CCPS is the same at which securities are being issued by Trovera to other investors.

The cash proceeds arising from the proposed sale will be used by the Company for general corporate and business purposes.

Upon completion of the transaction, the Company will cease to have any ownership or control over NHL, and NHL will cease to be a subsidiary and material subsidiary of the Company.

Regulation 24(5) of the SEBI Listing Regulations provides that a listed entity shall not dispose of shares in its material subsidiary where such disposal results in reduction of its shareholding to less than or equal to 50%, or cessation of exercise of control over such subsidiary, without the prior approval of its shareholders by way of a special resolution, subject to the exceptions specified therein.

Further, in terms of the proviso to Regulation 37A(2) the SEBI Listing Regulations, where an undertaking transferred to a wholly owned subsidiary is subsequently sold, leased or otherwise disposed of by such wholly owned subsidiary to another entity, the listed entity is required to comply with the requirements of Regulation 37A(1) the SEBI Listing Regulations before diluting its shareholding below 100% in such wholly owned subsidiary.

Since the proposed transaction involves the sale of the Company's entire shareholding in NHL, resulting in reduction of the Company's shareholding from 100% to Nil and cessation of its control over NHL, the proposed transaction requires the prior approval of the Members by way of a Special Resolution pursuant to Regulations 24(5) and 37A of the SEBI Listing Regulations.

Further, in accordance with Regulation 37A of the SEBI Listing Regulations:

- the Special Resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by the public shareholders against the resolution; and
- no public shareholder who is a party, directly or indirectly, to the proposed sale shall vote on the resolution.

Based on the recommendation of the Audit Committee, the Board, at its meeting held on September 21, 2026, considered and approved the proposed transfer and divestment of the entire shareholding of the Company in NHL to Trovera, subject to the approval of the Members of the Company.

The Board is of the view that the proposed transaction is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 2 of this Notice for approval of the Members.

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 declaration of the results.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

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: September 21, 2026
Place: Navi Mumbai