Molbio Diagnostics Limited
(Formerly Molbio Diagnostics Private Limited)
Plot No. L-46, Phase II D, Verna Industrial Estate
Verna, Goa - 403722, India
+91 832 6724888 www.molbiodiagnostics.com

Date: November 23, 2026

To
BSE Limited ('BSE')
Listing Department
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street,
Mumbai – 400 001

BSE Script Code: 544866

To
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051

Symbol: MOLBIO

Subject: Notice of Postal Ballot-Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Notice of Postal Ballot dated November 05, 2026 along with Explanatory Statement, pursuant to the applicable provisions of the Companies Act, 2013 read with Listing Regulations, which is forming part of the Notice ("Notice"), being sent to the members of the Company to seek approval by way of remote electronic voting ("e-voting") in respect of the special business as set out in the Notice.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs, as listed in the Notice (the "MCA Circulars"), Postal Ballot Notice is being sent only in electronic mode to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail addresses are registered with the Company/ Depository(ies) as on the cut-off date i.e. Friday, November 20, 2026. Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners as on the cut-off date are entitled to cast their votes by remote e-Voting.

The Company has engaged the services of National Securities Depository Limited ('NSDL'), for providing e-voting facility to the members. The Members can exercise their votes electronically on the e-Voting platform of NSDL by logging on to www.evoting.nsdl.com. The voting will commence on **Tuesday, November 24, 2026, at 9.00 A.M. (IST)** and end on **Wednesday, December 23, 2026 at 05.00 P.M. (IST),** after which the e-voting module shall be disabled by NSDL.

The results of the Postal Ballot will be announced on or before Friday, December 25, 2026.

The Notice of Postal Ballot is also available on the of the Company at www.molbiodiagnostics.com.

The above is for your information and records.

Thanking You.

Yours Faithfully,

For Molbio Diagnostics Limited
(Formerly Molbio Diagnostics Private Limited)

DARSHAN RAGHUNATH KAREKAR
Digitally signed by DARSHAN RAGHUNATH KAREKAR
Date: 2026.11.23 12:17:38 +05'30'

Darshan Raghunath Karekar
Company Secretary & Compliance Officer
M. No: F13569
Place: Verna-Goa

MOLBIO DIAGNOSTICS LIMITED

(Formerly Molbio Diagnostics Private Limited)
CIN: L33125GA2000PLC002909
Registered Office: Plot No.L-46, Phase II-D Verna Industrial Area, Verna, Salcete, Goa - 403722
Website: www.molbiodiagnostics.com **| E-Mail:** investors@molbiodiagnostics.com
Phone: +91 832 6724888

NOTICE OF POSTAL BALLOT

(**Pursuant to Section 108, 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**)

VOTING STARTS ON	VOTING ENDS ON
Tuesday, November 24, 2026 at 09.00 AM(IST)	**Wednesday, December 23, 2026 at 05.00 PM (IST)**

Dear Members,

The postal ballot notice ("Notice") is hereby given pursuant to Section 108 , Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') ('including any statutory modification(s) or re-enactment(s) thereof for the time being in force'), 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 process through remote e-voting vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 5, 2022, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), read with other applicable circulars issued from time to time (collectively referred to as the "MCA Circulars"), and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 and other applicable SEBI circulars, the Resolutions set out below is proposed for approval of the Members of **Molbio Diagnostics Limited** through Postal Ballot by way of remote e-voting only.

In compliance with the aforesaid MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice ('Notice') is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

The Notice will also be placed on the website of the Company at https://www.molbiodiagnostics.com and on the website of National Securities Depository Limited ("NSDL") https://www.evoting.nsdl.com/ The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Wednesday, December 23, 2026. The remote e-voting facility will be disabled immediately thereafter and voting shall not be allowed beyond the said time and date.

Pursuant to the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, The Company has appointed Mr. Rakesh Hulihalli, Company Secretary in Practice (Membership No: F12174), Proprietor of M/s Rakesh Hulihall & Associates, a Peer Reviewed Firm (Certificate of Practice No. 16714), as the Scrutinizer for conducting Postal Ballot through remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes cast, the Scrutinizer will submit their report to the Chairman. The results, together with the Scrutinizer's Report, shall be declared not later than two working days from the conclusion of the remote e-voting period. The Scrutinizer's decision on the validity of votes cast will be final. The said results along with Scrutinizer's Report will be displayed on the website of the Company at www.molbiodiagnostics.com, the website of NSDL at https://www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE'). The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., Wednesday, December 23, 2026.

SPECIAL BUSINESS

1. **To approve material related party transactions entered / to be entered by the Company with Prognosys Medical Systems Private Limited (Subsidiary Company)**

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

"**RESOLVED THAT** pursuant to provisions of Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with the SEBI Master Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2025/93 dated 30 January 2026 and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued by the Industry Standards Forum ("**Industry Standard on Related Party Transaction** "), the applicable provisions of the Companies Act, 2013 ('Act') read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), each as amended from time to time (collectively, "Applicable Laws"), and the Company's 'Policy on Materiality of Related Party Transactions' and on the basis of approval of Audit Committee and recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any duly authorised committee of the Board) to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1) (zc)(i) of the Listing Regulations), between Company and Prognosys Medical Systems Private Limited ('PMS'/ Subsidiary Company) for the financial Year 2026-27, as more specifically set out in Table A to the explanatory statement of this resolution on the material terms and conditions as provided in Table A provided that the said transaction shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised, severally and jointly, to negotiate, finalise and execute such agreements, deeds, documents, undertakings, indemnities and writings as may be required to give effect to the aforesaid transaction, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, to delegate all or any of the powers herein conferred to any committee of directors and/or one or more directors and/or one or more officials of the Company, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further approval of the Members.

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

2. <u>To approve material related party transaction entered / to be entered by the Company with Bigtec Private Limited (Wholly Owned Subsidiary)</u>

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

"**RESOLVED THAT** pursuant to provisions of Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with the SEBI Master Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2025/93 dated 30 January 2026 and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued by the Industry Standards Forum ("**Industry Standard on Related Party Transaction** "), the applicable provisions of the Companies Act, 2013 ('Act') read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), each as amended from time to time (collectively, "Applicable Laws"), the Company's 'Policy on Materiality of Related Party Transactions' and basis the approval of the Audit Committee and recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any duly authorised committee of the Board) to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1) (zc)(i) of the Listing Regulations),in nature of payment of Royalty, entered between Company and Bigtec Private Limited, ('Bigtec'/ Wholly owned Subsidiary Company) for the financial Year 2026-27, for a Value up to INR 200.00 Crores (Up to Indian Rupees Two Hundred Crores Only), as more specifically set out in the explanatory statement of this resolution on the material terms and conditions as provided in the explanatory statement, provided that the said transaction shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised, severally and jointly, to negotiate, finalise and execute such agreements, deeds, documents, undertakings, indemnities and writings as may be required to give effect to the aforesaid transaction, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, to delegate all or any of the powers herein conferred to any committee of directors and/or one or more directors and/or one or more officials of the Company, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further approval of the Members.

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

3. <u>To ratify Molbio Diagnostics Limited- Employee Stock Option Plan 2025" ("ESOP 2025"/ "PLAN")</u>

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to further such other approval(s), permission(s) and sanction(s) as maybe necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), and pursuant to the recommendation of Board of Directors of the Company("Board"), the consent of the members of the Company be and is hereby accorded to ratify the "Molbio Diagnostics Limited - Employee Stock Option Plan 2025" ("ESOP 2025"/ "Plan"), as originally approved by Members vide special resolution dated August 22, 2025, prior to the listing of its equity shares on the recognised stock exchanges consequent to the Initial Public Offer, the salient features of which are furnished in the explanatory statement annexed to this notice, in order to align with SBEB Regulations and authorizing the Nomination and Remuneration Committee of the Board of Directors of the Company to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 28,19,000 (Twenty Eight Lakh Nineteen Thousand only) ("Options") to or for the benefit of such eligible employees of the Company, exclusively working in India or outside, as determined in the terms of the ESOP 2025, exercisable into not more than 28,19,000 (Twenty Eight Lakh Nineteen Thousand only) equity shares of face value of Rs. 1/- *(Rupees One* Only) each fully paid-up ("Shares"), where one Option would convert into one Share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOP 2025."

RESOLVED FURTHER THAT the Shares to be issued and allotted as mentioned hereinbefore shall rank *pari passu* with the existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the price of acquisition payable by the eligible employees under the ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies, guidelines or accounting standards as prescribed from time to time under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps, including appointment of merchant banker, for listing of the shares to be allotted under the ESOP 2025 on the recognised stock exchanges where the Shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and/ or Chief Financial Officer/ Company Secretary of the Company be and is hereby authorized severally to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, to file and submit necessary filings with the relevant authorities and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions."

4. To modify "Molbio Diagnostics Limited" - Employee Stock Option Plan 2025 ("ESOP 2025"/ "PLAN")

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

"RESOLVED THAT" pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee ("Committee") and the Board of Directors ("Board"), the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ("Board") which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee("NRC"), which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) for the modification of the existing grants made under ESOP 2025, in the manner as below and as more particularly set out in the Explanatory Statement annexed to this Notice.:

a) Incorporate such amendments to the Plan as may be necessary to align the Plan with applicable laws, including the SBEB Regulations and other regulatory requirements.

b) To amend Clause 7.1 Exercise Price as below:

"The exercise price per Option shall be determined by the Committee at the time of Grant, provided that the exercise price shall not be less than Rs. 750/- (Rupees Seven Hundred and Fifty Only) per Option as on the date of Grant and, in any event, shall not be lower than the face value of the Shares."

c) *Explanation to definition to Employee:*

"The phrase "exclusively working in India or outside India" means any employee who is exclusively working with the Company, its Subsidiary irrespective of whether such person is employed either in India or outside India.

Further, for the purpose of the Plan, contractual employees who are exclusively working for the Company and its Subsidiary Company are also eligible to receive benefits provided they are designated as "Employee" by the Company, its Subsidiary Company."

RESOLVED FURTHER THAT the Shares to be issued and allotted as mentioned hereinbefore shall rank pari passu with the the existing Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or Chief Financial Officer/ Company Secretary of the Company be and is hereby authorized severally to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, to file and submit necessary filings with the relevant authorities and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

5. <u>To approve the grant of stock options to the Eligible Employee(s) of the Subsidiary Company(ies) of the Company under "Molbio Diagnostics Limited - Employee Stock Option Plan 2025"</u>

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from the appropriate regulatory authority(ies) / institution(s), time to time and subject to such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approvals, permissions and sanctions, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ("Board") which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee("NRC"), which the Board has constituted/ delegated in order to

exercise its powers, including the powers, conferred by this resolution) to approve the extension of the benefits of "Molbio Diagnostics Limited" - Employee Stock Option Plan 2025 ("ESOP 2025"/ "PLAN") and to include the offer, issue and allot equity shares of the Company having face value of Rs. 1/- per share ("Equity Shares") by way of issuance of Employee Stock Options ("Options"), the salient features of which are furnished in the Explanatory Statement to this Notice, to the Employees of the existing and future subsidiary(ies) company(ies) of the Company, whether in or outside India and including their Directors, whether whole-time or otherwise, including the non-executive directors, (other than Promoters or members belonging to the Promoter Group of the Company/ or its subsidiary/ subsidiaries, Independent Directors and Directors, who, either themselves or through their relatives or through any body corporate, holds directly or indirectly more than 10% of the outstanding Equity Shares of the Company), and who fulfil the eligibility criteria as determined by Board ("Eligible Employees"), at an exercise price as stated in the Explanatory Statement, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the Equity Shares.

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/ undertaking or other re-organization, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to nominate and appoint one or more officials for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution and to do all such acts, deeds and things as may be required in this matter."

6. To consider and approve the appointment of Secretarial Auditor of the company for a term of Five (5) Consecutive Years

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications, amendments or re-enactments thereto), and further read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations")as amended to date, and other applicable provisions, if any and pursuant to the recommendation of Board Of Directors of the Company("The Board"), the consent of the members of the Company be and is hereby accorded for the appointment of M/s. Rakesh Hulihalli & Associates, Practicing Company Secretaries, a Peer Reviewed Firm (Certificate of Practice No. 16714), as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from financial year 2026-27 till the financial year 2030-31, subject to their continuity of fulfilment of the applicable eligibility norms, at such

remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors/Company and the Secretarial Auditor.

RESOLVED FURTHER THAT any one of the Director of the Company/Chief Financial Officer/ Company Secretary be and is hereby authorized to do all such acts, deeds and matters and to execute all such documents, instruments and writings, as may be required, to give effect to the aforesaid resolution."

7. <u>To ratify the remuneration of the Cost Auditor for the financial year 2026-27</u>

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

"RESOLVED THAT pursuant to the provisions of Section 148(3), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and as approved by the Board of Directors, on the recommendations of the Audit Committee, approval of the Members of the Company be and is hereby accorded for payment (including ratification) of remuneration of INR 2,20,000/- (Rupees Two Lacs Twenty Thousands only) (plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit) to M/s. K.S. Kamalakara & Co., Cost Accountants (Firm Registration No. 000296), to conduct the audit of the cost accounting records of the Company for the financial year 2026-27"

RESOLVED FURTHER THAT the Board of Directors of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
Molbio Diagnostics Limited
(formerly Molbio Diagnostics Private Limited)

Date: November 05, 2026
Place: Verna, Goa

Sd/-
Darshan Raghunath Karekar
Company Secretary & Compliance Officer
M. No: F13569

Registered Office:
L-46, Phase II D, Verna Industrial Estate, Verna, Goa -403722, India
Website: www.molbiodiagnostics.com
Email: investors@molbiodiagnostics.com Tel: +91 8326724888

Notes:

1. The Explanatory Statement as required under Section 102 read with Section 110 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any setting out material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.

2. The terms "Members" and "Shareholders" have been collectively and interchangeably used to denote Shareholders of Molbio Diagnostics Limited.

3. In accordance with the relevant Circulars issued by the Ministry of Corporate Affairs, this Notice is being sent only in electronic form to those shareholders whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") and to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("the Depositories")/RTA as on Friday, November 20, 2026 ('cut-off date'). Physical copies of this Notice along with Postal Ballot forms and pre paid business reply envelopes are not being sent to the Members.

4. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-Voting facility to its Members.

5. The members shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The remote e-voting shall commence on **Tuesday, November 24, 2026 at 9:00 A.M. (IST)** and shall end on **Wednesday, December 23, 2026 at 5:00 P.M. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. 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. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting.

7. A person who is not a member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

8. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

9. The Results of the Postal Ballot will be announced **on or before Friday, December 25, 2026** by the Chairman or any other Director or the Company Secretary of the Company ("authorized person"). The result will also be placed at the website of the company at

www.molbiodiagnostics.com, websites of stock exchanges i.e. BSE Limited. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com on which the shares of the Company are listed. The same will also be available on NSDL's website- www.evoting.nsdl.com

10. All documents referred to in this Notice and Explanatory Statement will be available for inspection by the Shareholders electronically on all working days except National or declared holidays from the date of dispatch of Notice up to the last date of e-voting i.e., Wednesday, December 23, 2026 at 5:00 p.m. (IST). Members seeking to inspect such documents can send an email to investors@molbiodiagnostics.com mentioning his / her / its folio number / DP ID and Client ID.

11. This Postal Ballot notice is uploaded on the website of the Company i.e. www.molbiodiagnostics.com and also on the website of Stock Exchanges. i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at https://www. evoting.nsdl.com. Members who do not receive the Postal Ballot Notice may download it from the abovementioned websites.

12. Resolutions passed (if passed by requisite majority) by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members convened in that behalf.

13. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Notice of Postal ballot etc. from the Company electronically.

14. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. As per SEBI mandate, any service requests or complaints received from the Shareholder shall be processed only after furnishing PAN and other KYC Details (i.e. Contact Details, Bank Account Details and Specimen Signature)

15. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register/ update their e-mail address/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures. Members holding shares in physical mode and who have not updated their email addresses/Bank Account details/ Mobile Number/PAN/Choice of Nomination/specimen signatures with the Company are requested to update the same by writing to the Company at investors@molbiodiagnostics.com /RTA email id at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member along with Form ISR-1, ISR-2, ISR-3/SH-13 and SH-14. Members holding shares in dematerialized mode are requested to register / update their email addresses, Bank account details / Mobile Number/ PAN/ choice of Nomination with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Bank account details / Mobile Number / PAN/choice of Nomination, Members may write to RTA email.

16. **E-voting procedure is mentioned herein below.**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are 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

	4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & New System Myeasi 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

17. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@molbiodiagnostics.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@molbiodiagnostics.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

18. **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail rakeshhulihalli@rhassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Deputy Vice President - NSDL at evoting@nsdl.com

4. The Board of Directors has appointed Mr. Rakesh Hulihalli, Proprietor of M/s Rakesh Hulihalli & Associates, Company Secretary in Practice (Membership No. F12174, Certificate of Practice No. 16714), as the Scrutinizer, to scrutinize the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

5. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the Postal Ballot viz. on or before Friday, December 25,2026. The Scrutinizer's decision on the validity of votes cast will be final.

6. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.molbiodiagnostics.com and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Wednesday, December 23, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice are as under:

Item No. 1 and 2:

The Members are apprised that, pursuant to Regulation 23 of the SEBI Listing Regulations read with Schedule XII thereof, the SEBI Master Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/93 dated 30 January 2026 ("SEBI Master Circular"), and the RPT Industry Standards, prior approval of the Members by way of an ordinary resolution is required for all material related party transactions and any subsequent material modifications thereto.

A transaction with a related party is considered material if the transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceed the threshold prescribed in Schedule XII of the SEBI Listing Regulations.

The annual consolidated turnover of the Company for the financial year ended March 31, 2026 is INR 1445.66 crore. Accordingly, the materiality threshold applicable to the Company for related party transactions except to the transaction involving payment of Royalty is 10% of the said consolidated turnover, i.e. approximately INR 144.57 crore. Further, for transaction involving payment of Royalty, it shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the listed entity i.e. approximately INR 72.29 crore.

The Members may note that the Company propose to enter into continuing transactions as described in Item Nos. 1 & 2 of this Notice with related parties during FY 2026-27, on the agreed terms set out in the respective resolutions. The Audit Committee has reviewed each of the said transactions, including the relevant certificates issued by the Chief Executive Officer (CEO) and the Chief Financial Officer of the Company and has approved and ratified the same on November 5, 2026 recording that, although the transactions are in the ordinary course of business and on an arm's length basis, the value thereof during FY 2026-27 may exceed the materiality threshold under Schedule XII of the SEBI Listing Regulations. The Board of Directors, on the recommendation of the Audit Committee, has approved and recommends each of the said transactions for the approval of the Members.

In compliance with the SEBI Master Circular and the RPT Industry Standards, the minimum information required to be provided to the Members in respect of each of the proposed transactions is set out, transaction-by-transaction, in **Annexure A** to this Explanatory Statement.

The values of related party transactions specified in the Tables below exclude duties and taxes.

In terms of Regulation 23(4) of the SEBI Listing Regulations, related parties of the Company (whether or not party to the relevant transaction) shall not vote to approve the resolutions set out at Item Nos. 1 & 2.

The Board recommends the Ordinary Resolution set out at Item No. 1 & 2 of the Notice for approval by the Members.

Save and except to the extent of their respective shareholding/ directorship in the Company and/or in any of the related parties referred to in this Notice, None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

Table A:

The summary of All Material Related Party Transactions of the Company proposed to be entered / entered for FY 2026-27 (Item no 1 & 2) with the Related Parties are as under:

Sr No.	Name of Related Parties	Relationship	Type of Transactions	Category	Rs. In Crores
1.	Prognosys Medical Systems Private Limited	Subsidiary	Purchase of traded goods	Purchase of goods	50.00
			Purchase of Property Plant Equipment	Purchase of Assets	2.00
			Commission on Corporate Guarantee	Corporate Guarantee & Commission	1.00
			Corporate Guarantee Given	Corporate Guarantee & Commission	150.00
			Management Support Allocation / Other Income	Rendering of Services	5.00
			Interest on Loan Received	Interest on Loan Granted	5.00
			Loan Given	Loan Granted	50.00
			Reimbursement of expenses	Availing/Rendering of Services	1.00
			Fixed deposits marked as lien for letter of credit issued to subsidiary	Guarantee/ Surety/ Indemnity Granted	10.00
			Commission income or Other Income	Rendering of Services	30.00
2.	Bigtec Private Limited	Wholly Owned Subsidiary	Royalty expense	Payment of Royalty	200.00

The Summary disclosure under SEBI Master Circular and RPT Industry Standards are as under:

Sr. No.	Particulars	Details
1	Information as placed before the Audit Committee in the format specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee, in the format specified in the RPT Industry Standards, is enclosed as Annexure A to this Explanatory Statement and forms an integral part hereof.

2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of the RPT	The details of the proposed transactions with the Related Parties along with justification during FY 2026-27 is given in Annexure A.
3	Disclosure that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole-Time Director/Manager and CFO of the listed entity, as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Chief Executive Officer and the Chief Financial Officer of the Company in the format prescribed under the RPT Industry Standards, prior to recommending the proposed transactions to the Board.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and that the Board recommends the same to the shareholders for approval	The proposed material related party transactions described in Item Nos. 1 to 2 have been approved and ratified by the Audit Committee on November 5, 2026 and were subsequently recommended by the Board at its meeting held on November 5, 2026 to the Members for approval by way of Ordinary Resolutions.
5	Web-link and QR code through which shareholders can access the valuation report or other reports of an external party, if any, considered by the Audit Committee while approving the RPT	Not applicable.
6	Affirmation regarding redaction (if any) of commercial secrets/information adversely affecting the competitive position of the listed entity	Not applicable. No commercial secrets or competitively sensitive information have been redacted from the disclosures made in this Notice.
7	Any other information that may be relevant	None.

The "Annexure - A" is attached to the last page of this Postal Ballot notice.

Item No. 3 to 5

The Company had implemented share-based long-term incentive Plan namely "Molbio Diagnostics Limited - Employee Stock Option Plan 2025" (**"ESOP 2025"/"Plan"**) pursuant to the shareholders` special resolution dated August 22, 2025. The Plan, modified from time to time, prior to its initial public offer ("**IPO**"), was introduced with the objectives to reward the employees of its Company for their association and performance as well as to motivate the work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth.

Subsequently, the Company completed the public issue of its equity shares **("Shares")** by way of IPO, and the Shares were listed on BSE Limited and National Stock Exchange of India Limited with effect from August 17, 2026. In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), any fresh grant of employee stock options **("Options")** under a Pre-IPO Plan is permissible only if such Plan is in conformity with SBEB Regulations and is ratified by the shareholders of the Company subsequent to the IPO.

It was further informed that, the total number of Options reserved under ESOP 2025 are 28,19,000 (Twenty-Eight Lakhs Nineteen Thousand). The Company has granted 8,54,480 (Eight Lakhs Fifty-Four Thousand Four Eighty) Options under this Plan before the IPO. The Plan is aligned as per the provisions of the SBEB Regulations, and therefore, the management considered it expedient to seek the ratification from the shareholders, thereby enabling the Company to make fresh grants of Options in the future out of the Options available under the Plan.

The Plan is aligned as per the provisions of the SBEB Regulations and therefore the Management thought it expedient to get the Plan ratified from the shareholders thereby the Company can make a fresh grant of Options in future out of the Options available under the ESOP 2025.

Further, in addition to seeking ratification, the Company also proposes to amend the clause of exercise price under the ESOP 2025 to align with the best industry practice, the proposed amendment under Exercise price clause is as below:

Clause Ref	Existing Clause	Proposed amendment
Clause 7.1: Exercise Price	Exercise Price per Option shall be determined by the Committee at the time of Grant subject to a maximum discount of up to 30% (Thirty percent) to the Fair Market Value of the Shares as on the date of Grant. The Exercise Price per Option shall not be less than the face value of the Shares.	The exercise price per Option shall be determined by the Committee at the time of Grant, provided that the exercise price shall not be less than Rs. 750/- (Rupees Seven Hundred and Fifty Only) per Option as on the date of Grant and, in any event, shall not be lower than the face value of the Shares.

Explanation to definition to Employee	NA	The phrase "exclusively working in India or outside India" means any employee who is exclusively working with the Company, its Subsidiary irrespective of whether such person is employed either in India or outside India. Further, for the purpose of the Plan, contractual employees who are exclusively working for the Company and its Subsidiary Company are also eligible to receive benefits provided they are designated as "Employee" by the Company, its Subsidiary Company.

The proposed amendments are not prejudicial to the interests of employees and existing option grantees.

Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") of the Company at their respective meetings held on November 05, 2026 have already approved the said proposal of ratification and amendment and placed before the shareholders for their approval.

The features of the Plan remain the same as originally approved and are reproduced again in terms of SBEB Regulations as under:

a) Brief description of the Plan:

The Plan shall be called as 'Molbio Diagnostics Limited - Employee Stock Option Plan 2025' The Plan provides for grant of employee stock options ("**Options**") to the employees of the Company and its subsidiary(ies) (collectively referred to as "**employees**"), as may be permissible under the SBEB Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the Company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee as per the terms of the Plan and applicable law.

b) Total number of Options to be offered and granted:

The Company to grant not exceeding 28,19,000 (Twenty Eight Lakh Nineteen Thousand only) Options to the eligible employees under the Plan in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 28,19,000 (Twenty Eight Lakh Nineteen Thousand only) Shares, with each such Option conferring a right upon the employees

to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan .

Further, The Company has granted 8,54,480 (Eight Lakhs Fifty-Four Thousand Four Eighty) Options under this Plan before the IPO. Accordingly, Options available to grant which are not outstanding Options are 19,64,520 (Nineteen Lakhs Sixty-Four Thousand Five Hundred and Twenty).

c) Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

i. an employee as designated by the Company, who is exclusively working in India or outside India; or
ii. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promotor or member of the Promoter Group, but excluding an Independent Director; or
iii. an employee as defined in sub clause (i) or (ii), of Subsidiary Company, in India or outside India,

but does not include-

a. an employee who is a Promotor or a person belonging to the Promoter Group; or
b. a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

Explanation: The phrase "exclusively working in India or outside India" means any employee who is exclusively working with the Company, its Subsidiary irrespective of whether such person is employed either in India or outside India.

Further, for the purpose of the Plan, contractual employees are also eligible to receive benefits provided they are designated as employees by the Company, its Subsidiary Company.

d) Requirements of vesting and period of vesting:

Options granted under the Plan shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 4 (Four) years from the date of Grant.

Vesting of Option would be subject to continued employment with the Company, and Subsidiary Company. In addition to this, the Committee shall have the power to prescribe achievement of performance condition(s)/target(s) being corporate or individual or otherwise with a predefined threshold for Vesting as deemed appropriate for each Option Grantee, subject to satisfaction of which the Options would vest.

The vesting dates, vesting schedule and vesting condition(s) in respect of the Options granted under the Plan shall be determined by the Committee and may vary from an Employee to Employee or any class thereof and / or in respect of the number or percentage of Options to be vested and would be outlined in the document given to the Option Grantee at the time of Grant of Options.

e) The maximum period within which the Options shall be vested:

The options shall be vested not later than maximum period of 4 (Four) years from the date of Grant. The Committee at its discretion may grant Options specifying Vesting Period ranging between minimum and maximum period as afore stated.

f) The exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee at the time of Grant, provided that the exercise price shall not be less than Rs. 750/- (Rupees Seven Hundred and Fifty Only) per Option as on the date of Grant and, in any event, shall not be lower than the face value of the Shares.

g) The exercise period and the process of exercise:

The exercise period in respect of a vested option shall be subject to a maximum period of 4 (Four) years commencing from the date of completion of vesting period. The specific exercise period shall be intimated to the option grantee in the grant letter at the time of Grant. All the Vested Options may be exercised by the option grantee at once or at various points of time within the Exercise Period.

Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn in favour of the Company or by electronic mode through banking channels such as National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), Immediate Payment Service (IMPS) or in such other manner as the Committee may decide.

h) Appraisal process for determining the eligibility of the employees for the Plan:

The process for determining the eligibility of the Employees may include designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time

i) Maximum number of Options to be offered and issued per employee and in aggregate:

The number of Options that may be granted under the Plan per employee and in aggregate (taking into account all grants) for such an employee, shall not exceed 1,00,000 shares **(One Lacs only)** Options per eligible employee.

Prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the grant of Options to any identified employee, in any one financial year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option.

j) Maximum quantum of benefits to be provided per Employee under the Plan:

The maximum quantum of benefits underlying the Options granted to an employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Options exercise price and the market price of the equity shares on the exercise date.

k) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan is proposed to be implemented directly by the Company.

l) Whether the Plan involves new issue of Shares by the company or secondary acquisition by the trust or both:

The Plan contemplates only new / fresh/ primary issue of equity shares by the Company.

m) The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable as the Plan is not implemented through Trust.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan:

Not applicable as the Plan is not implemented through Trust.

o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SBEB Regulations and any other authorities as applicable, from time to time.

p) The method which the Company shall use to value its Options:

The Company shall use the fair value method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r) Lock-in period:

The equity shares allotted upon exercise of Options under the Plan are not subject to any lock in period.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options granted under the Plan if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The copy of ESOP 2025 is available for inspection at the Company's registered/ corporate office during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting.

The Board of Directors recommends the resolution as set out in Item No. 3 to 5 of the accompanying Notice for your approval as a Special Resolutions.

None of the directors, key managerial personnel of the Company and their relatives are in any way, concerned or interested in this resolution, except to the extent of the Options that may be granted to them under the Plan.

Item No. 6:

To consider and approve the appointment of Secretarial Auditor of the company for a term of five consecutive years

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), every listed entity is required to appoint a Secretarial Auditor in accordance with the applicable provisions of law for conducting secretarial audit and issuance of Secretarial Audit Reports in accordance with the applicable provisions of law.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, a listed entity shall appoint a Secretarial Audit Firm for a maximum of two terms of five consecutive years subject to the approval of shareholders.

The Members of the Company at the 26th Annual General Meeting of the Company held on August 10, 2026, had approved the appointment of M/s Rakesh Hulihalli & Associates, Practising Company Secretaries (Certificate of Practice No. 16714) as Secretarial Auditor of the Company for the financial year 2026-27.

Subsequent to the listing of the equity shares of the Company and with a view to aligning the tenure of the Secretarial Auditor with the requirements of Regulation 24A of the SEBI Listing Regulations, the Board of Directors, based on the recommendation of the Audit Committee, and after evaluating and considering various factors, including the firm's capacity to handle diverse and complex business environment, its industry standing and the clientele it serves, has approved and recommended the appointment of M/s Rakesh Hulihalli & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for a further period of four (4) consecutive financial years, commencing from FY 2027-28 and ending with FY 2030-31, subject to the approval of the Members.

Accordingly, upon approval of the proposed resolution, the appointment already approved by the Members for FY 2026-27 together with the proposed appointment for FY 2027-28 to FY 2030-31 shall constitute a single continuous tenure of five consecutive financial years, i.e., from FY 2026-27 to FY 2030-31, in compliance with the requirements of Regulation 24A of the SEBI Listing Regulations.

M/s Rakesh Hulihalli & Associates, is a peer reviewed and a well-established firm of Practicing Company Secretaries. The firm has an overall collective experience of 11 years . The firm is backed by extensive experience across various industries and knowledge of secretarial audit, corporate governance, corporate compliance management, securities related laws and regulations, new business formations, corporate restructuring and corporate affairs. M/s Rakesh Hulihalli & Associates serves diverse clientele, including Public Listed and Unlisted Companies, Private Companies and LLPs, and also specializes in providing complete solutions to start-ups.

M/s Rakesh Hulihalli & Associates have furnished their consent to act as Secretarial Auditor of the Company and have confirmed that they satisfy the eligibility criteria prescribed under the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws. They have further confirmed that they are not disqualified from being appointed as Secretarial Auditor of the Company.

The remuneration payable to the Secretarial Auditor for the aforesaid period shall be determined by the Board of Directors from time to time in accordance with the terms of engagement.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

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

Item No. 7:

To ratify the remuneration of the Cost Auditor for the financial year 2026-27

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on September 25, 2026 had approved the appointment and remuneration of M/s K.S. Kamalakara & Co. Cost Accountants (Firm Registration No. 00296) as Cost Auditor to conduct the audit of the cost accounting records of the Company for the financial year 2026-27.

The Board, subject to ratification by the members, has approved remuneration of ₹2,20,000/- (Rupees Two Lacs Twenty Thousands only) (plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit), for conducting the cost audit for the financial year 2026-27.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor, as above.

Your Directors recommend Resolution No. 7 as an Ordinary Resolution for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 7 of the Notice.

By Order of the Board of Directors
Molbio Diagnostics Limited
(formerly Molbio Diagnostics Private Limited)

Date: November 05, 2026
Place: Verna, Goa

Sd/-
Darshan Raghunath Karekar
Company Secretary & Compliance Officer
M. No: F13569

Registered Office:
L-46, Phase II D, Verna Industrial Estate, Verna, Goa - 403722
Website: www.molbiodiagnostics.com
Email: investors@molbiodiagnostics.com Tel: +91 8326724888

ANNEXURE A

Minimum information for each of the proposed Material Related Party Transactions — prepared in accordance with the SEBI Master Circular dated 30 January 2026 read with the RPT Industry Standards (Revised)

Item No.1 & 2

1. **Material related party transactions entered by the Company with Prognosys Medical Systems Private Limited (Subsidiary Company) (hereinafter refer as "PMS")**
2. **Material related party transactions entered by the company with Bigtec Private Limited (Wholly Owned Subsidiary)**

PART A – Industry Standards Disclosure

A.1 Basic details of the related party			
S. No.	**Particulars of the information**	**Item No. 1**	**Item No.2**
1	Name of the related party	Prognosys Medical Systems Private Limited	Bigtec Private Limited
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	manufacturing of Radiology and Fluoroscopy equipment	Research & Development in In-vitro diagnostics devices and test kits
A.2 Relationship and ownership of the related party			
1	Relationship between the listed entity/~~subsidiary (in case of transaction involving the subsidiary)~~ and the related party – including nature of its concern (financial or otherwise) and the following:	Subsidiary Company	Wholly Owned Subsidiary
2	Shareholding of the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary),~~ whether direct or indirect, in the related party.	70%	100%
3	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 listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~.	Not Applicable	Not Applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity/~~ subsidiary (in case of transaction involving the subsidiary).~~	Nil	Nil
A.3 Details of previous transactions with the related party			

1	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party during the last financial year.	Annexure-I	Annexure-I
2	Total amount of all the transactions undertaken by the listed entity 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.	Annexure-I	Annexure-I
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 listed entity or its subsidiary during the last financial year.	Nil	Nil
A.4 Amount of the proposed transaction(s)			
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure II	Refer Annexure II
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	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Refer Annexure II	Refer Annexure II
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 listed entity is not a party to the transaction)	Not Applicable	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.	Refer Annexure II	Refer Annexure II
6	Financial performance of the related party for the immediately preceding financial year*:		
	Particulars		**Rs. in Crores**
	Turnover	150.41	124.42
	Profit After Tax	11.99	27.57
	Net worth	(3.64)	77.64
A.5 Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Annexure-II	Annexure-II
2	Details of each type of the proposed transaction	Annexure-II	Annexure-II
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Annexure-II	Annexure-II

4	Whether omnibus approval is being sought?	Yes	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.	Annexure-II	Annexure-II
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Annexure-II	Annexure-II
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	Sriram Natarajan - Director Chandrashekhar Nair- Director	Sriram Natarajan - Director Chandrashekhar Nair- Director Sangeetha Sriram
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil	Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable
9	Other information relevant for decision making.	-	-

Details of transactions with the related party for preceding FY 2025-26 (Annexure-I)

S. No.	Particulars of the information	Prognosys Medical Systems Private Limited (Rs. In Crores)	Bigtec Private Limited (Rs. In Crores)
		FY 2025-26	FY 2025-26
1	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party during the last financial year.		
i.	Sale of finished goods		9.54
ii.	Sale of traded goods		0.82
iii.	Purchase of traded goods		0.33
iv.	Cost of material and components consumed		0.08
v.	Other expenses - Royalty expense		123.36
vi.	Expenses incurred on behalf of the Company		0.10
vii.	Interest income on loan	2.24	
viii.	Commission income on corporate guarantee	0.46	
ix.	Loans given	9.15	
x.	Loans received back/ adjusted with trade payables[3]	13.05	
xi.	Interest accrued refunded	2.01	

xii.	Corporate guarantees given	35.00	
xiii.	Corporate guarantees matured	20.00	
xiv.	Loans (Non-Current (Unsecured))	14.00	
xv.	Other receivables	0.50	
xvi.	Corporate Guarantee	110.00	
xvii.	Fixed deposit marked as lien for letter of credit issued to subsidiary	10.00	
2	Total amount of all the transactions undertaken by the listed entity 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*.	1.77	66.63
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 listed entity or its subsidiary during the last financial year.	NA	NA

Details of Proposed transactions with the related party FY 2026-27 (Annexure-II)

Name of the Related Party	**Nature of Transaction**	**Details of each type of the proposed transaction**	**Amount of the proposed transactions (in Crores)**	**Whether material RPT**	**Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding FY**	**Value of the proposed transactions as a percentage of the related party's annual consolidated turnover**	**Tenure of the proposed transaction**	**Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity**
Prognosys Medical Systems Private Limited	Purchase of traded goods	Purchase of goods	50.00	Yes	3.46%	33.24%	1 yr	The proposed transaction is expected to contribute significantly to the Company's revenue generation, market penetration and business growth strategy.
Prognosys Medical Systems Private Limited	Purchase of Property Plant Equipment	Purchase of Assets	2.00	Yes	0.14%	1.33%	1 yr	The company needs to purchase Demo machines. PMS is manufacturer of such machines and there is an arrangement between

								both the related parties for transactions at market price
Prognosys Medical Systems Private Limited	Commission on Corporate Guarantee	Corporate Guarantee & Commission	1.00	Yes	0.07%	0.66%	1 yr	PMS is the subsidiary of Molbio and the Company has provided CG on behalf of subsidiary so that the subsidiary can use the facilities to manage fund requirements of its business. This is normal industry practice
Prognosys Medical Systems Private Limited	Corporate Guarantee Given	Corporate Guarantee & Commission	150.00	Yes	10.38%	99.73%	5 yr	PMS is the subsidiary of Molbio and the Company has provided CG on behalf of subsidiary so that the subsidiary can use the facilities to manage fund requirements of its business. This is normal industry practice
Prognosys Medical Systems Private Limited	Management Support Allocation / Other Income	Rendering of Services	5.00	Yes	0.35%	3.32%	1 yr	The proposed transaction is expected to contribute significantly to the Company's revenue generation, market penetration and business growth strategy.
Prognosys Medical Systems Private Limited	Interest on Loan Received	Interest on Loan Granted	5.00	Yes	0.35%	3.32%	1 yr	Loan is provided to meet working capital and funding requirements by subsidiary. Marker rate interest is charged from the subsidiary for the said loan.
Prognosys Medical Systems Private Limited	Loan Given	Loan Granted	50.00	Yes	3.46%	33.34%	5 yr	Loan is provided to meet working capital and funding requirements by subsidiary.
Prognosys Medical Systems Private Limited	Reimbursement of expenses	Others	1.00	Yes	0.07%	0.66%	1 yr	These expenses are in ordinary and normal course of business while doing transactions with related parties
Prognosys Medical Systems Private Limited	Fixed deposits marked as lien for letter of credit	Guarantee/ Surety/ Indemnity Granted	10.00	Yes	0.69%	6.65%	1 yr	PMS is the subsidiary of Molbio and the Company has provided the facility so that the subsidiary can use the facilities to manage fund

	issued to subsidiary							requirements of its business. This is normal industry practice
Prognosys Medical Systems Private Limited	Commission income or Other Income	Rendering of Services	30.00	Yes	2.08%	19.95%	1 yr	PMS is the subsidiary of Molbio and the Company has provided the facility so that the subsidiary can use the facilities to manage fund requirements of its business. This is normal industry practice
Bigtec Private Limited	Royalty expense	Royalty expense	200.00	Yes	13.83%	160.74%	1 yr	The proposed royalty arrangement is integral to the Company's business model and growth strategy. The Company derives substantial economic benefits from the use of the licensed trademarks and intellectual property, including enhanced brand recognition, increased customer confidence, access to established distribution channels, improved pricing power and sustained market competitiveness. Independent benchmarking and management assessment indicate that the royalty rate is consistent with industry practices for comparable licensing arrangements.

PART B **Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**

Category B1:

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances of Company with Prognosys Medical Systems Private Limited

Nature of Transaction	Details of each type of the proposed transaction	Basis of determination of price	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	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?
Purchase of traded goods	Purchase of traded goods	Prices are determined on the basis of the prevailing price list, which is applied uniformly to unrelated third-party customers for similar products and quantities. The transactions are at arm's length and in the ordinary course of business.	No bidding or other competitive process was undertaken. The pricing has been benchmarked as stated under 'Basis of determination of price'.	NA	NA	NA
Commission income or Other Income	Commission income or Other Income	Commission is determined on basis of commission being charged by third party distributors for similar product and quantities. The transactions are at arm's length and in the ordinary course of business.	No bidding or other competitive process was undertaken. The pricing has been benchmarked as stated under 'Basis of determination of price'.	NA	NA	NA
Management Support	Management Support Allocation / Other Income	Common costs incurred at the group level allocated on a reasonable basis amongst the	No bidding or other competitive process was undertaken. The pricing	NA	NA	NA

Allocation / Other Income		subsidiaries benefiting from the same	has been benchmarked as stated under 'Basis of determination of price'.			

Category B2:

Disclosure only in case of transactions relating to Loans and advances (other than trade advances) or inter-corporate deposits given by Company to Prognosys Medical Systems Private Limited

Nature of Transaction	**Details of each type of the proposed transaction**	**Source of funds in connection with the proposed transaction**	**Where any financial indebtedness is incurred to give loan, inter corporate deposit or advance, specify the following:**				**Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.**	**Proposed interest rate to be charged by listed entity or its subsidiary from the related party.**	**Maturity / due date**	**Repayment schedule & terms**	**Whether secured or unsecured?**	**If secured, the nature of security & security coverage ratio**	**The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.**
			Nature of indebtedness	**. Total cost of borrowing**	**Tenure**	**Other details**							
Loan Given	Loan of up to INR 50 crore given in one or more tranches, carrying interest at 10% p.a.	Internal accruals / surplus funds of the Company	Not applicable. No borrowing is being incurred to fund this loan, which is given out	NA	NA	NA	8.75%	10%	15th Dec 2030	1 year moratorium and repayment for over 4 years	Unsecured	NA	To meet the working capital requirements / and general business purposes

			of internal accruals										

Category: B4:

Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given company to Prognosys Medical Systems Private Limited ("PMS")

Nature of Transaction	**Details of each type of the proposed transaction**	**Rationale for giving guarantee, surety, indemnity or comfort letter**	**Whether it will create a legally binding obligation on listed entity?**	**Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.**	**The value of obligations undertaken by the listed entity or any of its subsidiary,**
Corporate Guarantee Given	Corporate Guarantee Given	PMS is a material subsidiary of the Company. The lender requires a corporate guarantee from the parent company as a condition for sanctioning the facilities. The facilities will fund PMS working capital, which supports the growth of the group's consolidated business	Yes. The corporate guarantee is a legally binding and enforceable obligation of the Company in favour of the lender, up to the guaranteed amount	(i) Commission 0.25% being charged (ii) Any amount paid by Molbio Diagnostic Limited pursuant to invocation of guarantee would be recoverable from the subsidiary in accordance with applicable laws and the terms governing the financial arrangements, as may be applicable.	INR 150 Crores
F/d marked as lien for letter of credit issued to subsidiary	F/d marked as lien for letter of credit issued to subsidiary	The bank requires cash margin or security for the letter of credit facility. Providing the lien on the Company's fixed deposit enables PMS to make its payments without blocking its own working capital	Yes. The bank has the right to appropriate the fixed deposit if PMS defaults on the letter of credit	NA	INR 10 Crores

Category B5:

Disclosure only in case of transactions relating to borrowings by Prognosys Medical Systems Private Limited ("PMS") from Company

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	NA
2	Interest rate (in terms of numerical value or base rate and applicable spread)	10%
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	8.75%
4	Maturity / due date	15th Dec 2030
5	Repayment schedule & terms	1 year moratorium and repayment for over 4 years
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	To meet the working capital requirements / capital expenditure / general business purposes of Prognosys Medical Systems Private Limited

Category B7:

Disclosure only in case of transactions relating to payment of Royalty by Bigtec Private Limited to Company

Name of the Related Party	Nature of Transaction	Details of each type of the proposed transaction	Purpose for which royalty is proposed to be paid to the related party in the current financial year. % of total royalty proposed to be paid				whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction. (Y/N)	If No,		
			Brand Name/Trademark %	Technology Know-how %	Professional/Management Fee %	Other Use %		Minimum rate of royalty charged along with corresponding absolute amount	Maximum rate of royalty charged along with corresponding absolute amount	Sunset Clause
Bigtec Private Limited	Royalty expense	Royalty expense	Nil	10%	Nil	Nil	NA	NA	NA	NA

PART C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

Category: C1

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by Company to Prognosys Medical Systems Private Limited ("PMS")

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	There are no credit ratings currently in place for the concerned Subsidiary.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	
	FY 2025-2026	No
	FY 2024-2025	No
	FY 2023-2024	No

Category C3:

Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by Company to Prognosys Medical Systems Private Limited("PMS")

S. No.	Particulars of the information	Information provided by the management
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party. *Note:* *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	PMS is a material subsidiary of the Company. The lender requires a corporate guarantee from the parent company as a condition for sanctioning the facilities. The facilities will fund PMS working capital, which supports the growth of the group's consolidated business. For transaction relating to FD lien-The bank requires cash margin or security for the letter of credit facility. Providing the lien on the Company's fixed deposit enables PMS to make its payments without blocking its own working capital.
2	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2025-2026	The status of PMS is solvent and is a going concern entity.
	FY 2024-2025	
	FY 2023-2024	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Corporate Guarantee is for INR 150 Crores. FD Lien- INR 10 Crores No provision is required for any of the transactions.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	No
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is	

	currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	
	FY 2025-2026	No
	FY 2024-2025	No
	FY 2023-2024	No

Category C4:

Disclosure only in case of transactions relating to borrowing by Prognosys Medical Systems Private Limited from Company

S. No.	**Particulars of the information**	**Information provided by the management**
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	(18.93)
	b. After transaction	(22.46)
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.61
	b. After transaction	0.44

Category C6:

Disclosure only in case of transactions relating to payment of royalty by Bigtec Private Limited to Company

S. No.	Particulars of the information	Information provided by Management
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	**(Amount in Crores)**
	FY 2025-26	123.36
	FY 2024-25	92.96
	FY 2023-24	73.93
2	Purpose for which royalty was paid to the related party during the last three financial years. Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.	
	a. For use of brand name / trademark	NIL
	As a % of aggregate amount of royalty for the last 3 FYs	
	b. For transfer of technology know-how	10%
	As a % of aggregate amount of royalty for the last 3 FYs	
	c. For professional fee, corporate management fee or any other fee	Nil
	d. Any other use (specify)	Nil
3	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
	FY 2025-26	85.30%
	FY 2024-25	66.49%
	FY 2023-24	66.54%
4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	%
	Increase in royalty	29.18%
	Increase in turnover	31.78%
	Increase in PAT	14.09%
5	Peer Comparison:	

	Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	No Industry Peers are available for comparison
	Explanation: In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows: a. The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible. b. In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison. c. If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business. d. In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.	