



BIO MEDICA LABORATORIES LTD.
(FORMERLY BIO MEDICA LABORATORIES PVT. LTD.)

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, 29 th July, 2026 (from 9:00 A.M.)	Thursday, 27 th August, 2026 (till 5.00 P.M.)

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below is proposed to be passed by the members of the Company, through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board of Directors has appointed M/s Vishakha Agrawal & Associates, Practicing Company Secretaries as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.



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In compliance with the provisions of Section 108 and 110 of the Act(s), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 ("Listing Regulations") the Company is providing e-voting facility to its members for voting on the resolution contained in this Postal Ballot Notice through National Securities Depository Limited (NSDL). The members can vote on the resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars. During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, as Friday, 24th July, 2026 can cast their vote electronically. The remote e-voting facility will be available from 9:00 Hours (IST) on Wednesday, 29th July, 2026 (from 9:00 A.M.) up to 17:00 Hours (IST) on Thursday, 27th August, 2026 (till 5.00 P.M.), failing which it will be considered that no vote has been received from the shareholder. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated to www.nseindia.com and also be displayed on the Company's website <https://biomedica.co.in>.

The last date of e-voting, i.e. Thursday, 27th August, 2026 (till 5.00 P.M.) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR SALE/DISINVESTMENT OF THE SUBSIDIARY COMPANY.

To consider and pass, the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 180(1)(a), 188 and other the applicable provisions of the Companies Act, 2013, the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to such statutory, regulatory and other approvals, permissions and consents as may be necessary, 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 thereof) to sell, transfer, assign, dispose of and/or disinvest the Company's investment comprising 51% equity shareholding held in Vitamax Private Limited, by way of transfer of such equity shares on such terms and

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Corp. Office: Plot No. 254, Sector-F, Sanwer Road, Industrial Area, Indore-452015 (MP)

Email: bmlpl2014@gmail.com | **CIN:** U24230MP2015PLC034576;

Mobile No.: 9827210008/7869595951/7999274343; **Website:** <https://biomedica.co.in>



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conditions and for such consideration as may be determined by the Board and in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute and deliver Share Transfer Deeds, declarations, affidavits, applications, undertakings and all other deeds, documents and writings as may be required in connection with the proposed transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, modify or vary the terms and conditions of the proposed transaction, including the consideration, mode of transfer, timelines and other commercial terms, as may be considered necessary or expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to complete all statutory, contractual and regulatory formalities, make necessary filings, applications, intimations and disclosures before the concerned authorities, execute all documents and deeds and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution."

ITEM NO. 2: APPROVAL TO ADVANCE LOAN(S), TO GIVE ANY GUARANTEE(S) AND/OR TO PROVIDE ANY SECURITY(IES) UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time and such other approvals, if any, as may be required in this behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary, Associate, Joint Venture if any or such other entity/person as specified under Section 185 of the Companies Act, 2013, in which any Director of the Company is or will be deemed to be interested, from time to time, upto an aggregate limit of sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s) shall be utilised by borrowing entity(ies) for its/their Principal Business activities .

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to negotiate, finalise, agree, vary or modify the terms and conditions for

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advancing aforesaid loan(s), Investment(s), Corporate Guarantee(s) and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/regulatory bodies, and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company.”

ITEM NO. 3: TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in supersession of all the earlier resolutions passed in this regard, 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

ITEM NO. 4: APPROVAL TO THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT 2013.

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

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"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and in accordance with the Company's Policy on Related Party Transactions, the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary, 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 include any Committee thereof) to enter into, continue, renew, modify, extend and/or ratify one or more contract(s), arrangement(s) and/or transaction(s), whether by way of sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of services, appointment of agent for purchase or sale of goods, materials, services or property, appointment to any office or place of profit, transfer of resources, services or obligations or any other transaction(s) of whatsoever nature, with the Related Party(ies), whether individually or in combination, on such terms and conditions as may be mutually agreed between the Company and the respective Related Party(ies), provided that the aggregate value of such transaction(s) during the Financial Year 2026-27 shall not exceed ₹ 50 Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the actual quantum of transactions with each Related Party, finalise the commercial terms and conditions thereof, amend, modify, alter or renew the contract(s)/arrangement(s)/transaction(s), settle any question, difficulty or doubt that may arise in this regard and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred under this Resolution to any Committee of the Board, Director(s), Chief Financial Officer, Company Secretary or any other authorised officer(s) of the Company for the purpose of implementing this Resolution and to execute all agreements, contracts, deeds, documents, writings and other instruments as may be required."

Registered office:

Plot No. 11B-11C, Sector-E, Sanwer Road,
Industrial Area, Indore- 452015 (MP)

By order of the Board

Bio Medica Laboratories Limited

Place: Indore

Date: 27th July, 2026

Mukesh Mehta

Whole-time Director

DIN: 03187420

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Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, (the “Depositories”) and is available with the Company as on Friday, 24th July, 2026. A copy of this Postal Ballot Notice will also be available on the website of the Company the relevant section of the websites of the Stock Exchange on which the Equity Shares of the Company are listed and the website of National Securities Depository Limited (“NSDL”).
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, 24th July, 2026. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. The Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution through the e-voting facility arranged by National Securities Depository Limited (“NSDL”). The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.
6. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated to NSE Limited (“NSE”), and also be displayed on the Company’s website <https://biomedica.co.in>. The last date of e-voting, i.e. Thursday, 27th August, 2026 (till 5.00 P.M.) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
7. All the material documents referred to in the explanatory statement will be available or inspection electronically and at the registered office of the Company, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote

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e-voting. Members seeking electronic inspection of such documents can send an email to bmlpl2014@gmail.com.

8. General information and instructions relating to e-voting

Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:

- a) Commencement of e-voting: Wednesday, 29th July, 2026 (from 9.00 AM)
 - b) End of e-voting: Thursday, 27th August, 2026 (till 5.00 P.M.)
 - c) The cut-off date for the purpose of e-voting is Friday, 24th July, 2026
9. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <https://biomedica.co.in>.
- d) Please read the instructions for e-voting given below before exercising the vote.

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	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



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mode with NSDL.	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.
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	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	- 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. - 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. - 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. - 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-



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	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.

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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 use 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'?



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- (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.



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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.

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 to csvishakhagrawal@gmail.com 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 Mr. Shubham Manethiya, AVP at evoting@nsdl.com

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 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 bmlpl2014@gmail.com. If you are an Individual shareholders holding securities in

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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.**

2. 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.
3. 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.



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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

APPROVAL FOR SALE/DISINVESTMENT OF THE SUBSIDIARY COMPANY.

The Company had acquired 5,100 Equity Shares constituting 51% of the paid-up equity share capital of Vitamax Private Limited on 25 September 2025, pursuant to which Vitamax Private Limited became a subsidiary of the Company.

The Board of Directors of the Company, at its Meeting held on 27th July 2026, after considering the proposal placed before it and the overall interest of the Company, approved the proposal for the sale, transfer, assignment and/or disinvestment of the Company's entire investment comprising 5,100 Equity Shares constituting 51% of the paid-up equity share capital of Vitamax Private Limited, subject to the approval of the Members and such other statutory, regulatory and contractual approvals as may be required.

The proposed sale/disinvestment shall be carried out on such terms and conditions and for such consideration as may be determined by the Board of Directors in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Upon completion of the proposed transaction and fulfilment of all applicable legal, statutory and contractual requirements, the Company shall cease to hold its investment in Vitamax Private Limited and, consequently, Vitamax Private Limited shall cease to be a subsidiary of the Company.

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

The Board recommends the resolutions set out at Item No. 01 of the accompanying Notice for your approval as a Special Resolution.

ITEM NO. 2

APPROVAL TO ADVANCE LOAN(S), TO GIVE ANY GUARANTEE(S) AND/OR TO PROVIDE ANY SECURITY(IES) UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

Pursuant to the provisions Section 185 of the Companies Act, 2013 (the Act), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any

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of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of a Special Resolution.

The Company's subsidiary(ies) / group companies/ associates / JV Companies explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies) / group companies/ associates / JV Companies of the Company would be utilized for their principal business activities.

In view of the above and as an abundant caution, a proposal for seeking the consent of the members of the Company pursuant to the provisions of Section 185 of the Act, to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by any subsidiary company(ies) /group companies/ associates / JV Companies / body corporates, in whom any of the Director of the Company is or will be deemed to be interested for an amount not exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more. This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said subsidiary(ies) / associates / JV Companies body corporates, as and when it is raised.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolutions set out at Item No. 02 of the accompanying Notice for your approval as a Special Resolution.

ITEM NO. 3

TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice. The above

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proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 03 for approval by the members of the Company as Special Resolution.

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

The Board recommends the resolutions set out at Item No. 03 of the accompanying Notice for your approval as a Special Resolution.

ITEM NO. 4

APPROVAL TO THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT 2013.

The Company, in the ordinary course of its business, enters into various transactions with its Related Parties, including sale, purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property, availing or rendering of services, appointment of agents for purchase or sale of goods, materials, services or property, appointment to any office or place of profit, transfer of resources, services or obligations, giving or receiving loans, guarantees or securities, reimbursement of expenses and such other transactions as may be permissible under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In order to facilitate smooth business operations and considering the nature of the Company's business, it is proposed that the Company may, from time to time, enter into, continue, renew, modify and/or extend contract(s), arrangement(s) and/or transaction(s) with its Related Party(ies), whether individually or in combination, on such terms and conditions as may be mutually agreed between the Company and the respective Related Party(ies), for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores Only) during the Financial Year 2026-27, excluding applicable taxes and statutory levies.

The Audit Committee and the Board of Directors of the Company have reviewed the proposed Related Party Transaction(s) and have approved the same, subject to the approval of the Members, wherever applicable. The Board is of the opinion that the proposed transaction(s) are necessary for the efficient conduct of the Company's business operations and are in the best interests of the Company.

The details of the proposed Related Party Transaction(s), including the name of the Related Party, nature of relationship, nature of transaction, material terms, tenure and maximum aggregate value, are set out in the table forming part of this Postal Ballot Notice and should be read together with this Explanatory Statement.

The approval of the Members is being sought by way of an Ordinary Resolution to authorise the Board of Directors to enter into, continue, renew, modify and/or extend the proposed Related Party Transaction(s) during the aforesaid period, in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

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Except to the extent of their shareholding and/or interest, if any, in the proposed transaction(s), the concerned Related Party(ies), Directors and/or Key Managerial Personnel of the Company and/or their relatives may be deemed to be interested in the Resolution. Save as aforesaid, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

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

Registered office:

Plot No. 11B-11C, Sector-E, Sanwer Road,
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By order of the Board

Bio Medica Laboratories Limited

Place: Indore

Date: 27th July, 2026

Mukesh Mehta

Whole-time Director

DIN: 03187420

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