

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SD BIOSENSOR HEALTHCARE PRIVATE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 27TH SEPTEMBER, 2024 AT 02:00 PM (IST) THROUGH VIDEO CONFERENCE MODE/ OTHER AUDIO VISUAL MEANS ("VC/ OAVM) DEEMED TO HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.63, UDYOG VIHAR, PHASE-IV, GURUGRAM-122015 (HARYANA), INDIA, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2024 and the statement of Profit and Loss along with schedules and notes to account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon and if though fit, to pass the with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Audited Financial Statement for the Financial Year ended 31st March, 2024, together with the Board's Report, Independent Auditors' Report thereon as circulated to the Members be and are hereby received considered, approved and adopted.

RESOLVED FURTHER THAT any Director/ KMP of the Company be and are hereby severally authorized for and behalf of the Company to do all such acts, things, deeds and compliance as required and to issue certified copy of the same."

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. KWANG IL LEE (DIN: 02042458) AS A DIRECTOR ON THE BOARD**

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

"RESOLVED THAT pursuant to the provisions of section 152, 161 of the Companies Act, 2013 read with Rule 8,9 and 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modification thereof, and in terms of the Articles of Association of the Company, Mr. KWANG IL LEE (DIN:



02042458), who was appointed as an Additional Director by the Board of Directors of the Company at their meeting held on 05th April, 2024 and who holds office up to the date of this 12th Annual General Meeting be and is hereby appointed as the Non-Executive Director of the Company.

FURTHER RESOLVED THAT any Director/ KMP of the Company be and is hereby authorized on behalf of the Company, to sign and file requisite eform DIR-12 with the Registrar of Company NCT of Delhi and Haryana, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**By order of the Board
For SD BIOSENSOR HEALTHCARE PRIVATE LIMITED**

**Date: 29th August, 2024
Place: Gurugram**


Atul Singh
**Company Secretary &
Compliance Officer**
Membership No. A60819



Notes:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular no. 02/2021 dated January 13, 2021 read with read with general Circulars no. 14/2020 dated April 8, 2020, General Circular no.17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 05, 2020, General Circular no. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the members at a common venue. The forthcoming Annual General Meeting ("AGM"), in compliance with the provisions of Companies Act, 2013 and MCA Circulars, will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure as mentioned in this Notice and shall not be closed till the expiry of 15 minutes after such scheduled time.
3. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
5. Corporate Members intending to appoint their authorized representatives to attend the Meeting are requested to send to the Company at cs@sdbiosensor.co.in through a document, which authorizing their representative to attend the AGM through VC/ OAVM.
6. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item no. 2 annexed herewith.



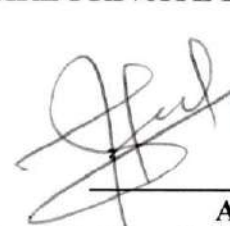
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In Compliance with the MCA General Circular's the Notice of the AGM along with the Annual Report for the Year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
9. The Members and other participants can pose their questions / queries on financial statements or any agenda item proposed in the notice of AGM by giving due intimation to the Company atleast 2 days prior to the Meeting at cs@sdbiosensor.co.in
10. The web-link for video conference shall be shared separately to the Members to their registered mail ID.
11. Since the meeting will be held through VC/OVAM, the route map is not annexed to this notice.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH
VC/OAVM ARE AS UNDER:**

- Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the web link. Shareholders may access the same at <https://zoom.us/join> or through other digital platform, by using meeting ID and password.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders and other participants who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast two days prior to meeting mentioning their name, folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance two days prior to the meeting mentioning their name, folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**BY THE ORDER OF BOARD
FOR SD BIOSENSOR HEALTHCARE PRIVATE LIMITED**



Atul Singh
Company Secretary & Compliance Officer
Membership No. A60819

Dated: 29th August, 2024
Place: Gurugram

**EXPLANTORY STATEMENT FOR ITME NO. 2 UNDER SECTION 102(1) OF THE
COMPANIES ACT, 2013**

Information and facts to enable Members to understand the meaning, scope and implications of the item of business and to take decision thereon :-

1- APPOINTMENT OF MR. KWANG IL LEE (DIN: 02042458) AS A DIRECTOR ON THE BOARD:

Mr. Kwang Il Lee, (DIN:02042458), was appointed by the Board of Directors of the Company at its meeting held on 5th April, 2024, as an Additional Non-Executive Director of the Company in terms of Section 161 of the Companies Act, 2013.

In terms of provisions of Section 161 of the Companies Act, 2013, Mr. Kwang Il Lee, (DIN:02042458) holds office up to the date of forthcoming annual general meeting of the Company and is eligible for appointment.

The Board at its meeting held on 29th August, 2024, recommended for the approval of the Members, the appointment of Mr. Kwang IL Lee, as Non-Executive Director of the Company as set out in the Resolution. Requisite consent, pursuant to Section 152 of the Act, has been filed by him to act as Director, if appointed.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of Members.

Other than Mr. Kwang Il Lee, none of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

**By order of the Board
For SD BIOSENSOR HEALTHCARE PRIVATE LIMITED**

**Date: 29th August, 2024
Place: Gurugram**


Atul Singh
**Company Secretary &
Compliance Officer**
Membership No. A60819

