



SD BIOSENSOR HEALTHCARE PVT. LTD.

Registered Office cum R&D Center : Plot No. 63, Udyog Vihar, Phase-IV, Gurugram-122015, Haryana, India
Tel.:(+91) 124-454-0907, Toll Free No: (+91) 1800 10 23105 Website: www.sdbiosensor.co.in : Email: care@sdbiosensor.co.in
CIN - U33110HR2012PTC047034

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SD BIOSENSOR HEALTHCARE PRIVATE LIMITED ("COMPANY") WILL BE HELD ON THURSDAY 25TH SEPTEMBER, 2025 AT 01:30 PM (IST) THROUGH VIDEO CONFERENCE MODE/ OTHER AUDIO VISUAL MEANS (VC/OVAM) DEEMED TO HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 63, UDYOG VIHAR-IV, GURUGRAM-122015 (HARYANA), INDIA TO TRANSACT THE FOLLWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2025 and the statement of Profit and Loss, cash-flow statement along with schedules and notes to account of the Company for the year ended on that date and the Reports of 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 of the Company (Balance Sheet, Profit and loss account and cash-flow statement) for the Financial Year ended 31st March 2025, 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 is 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. TO APPROVE RELATED PARTY TRANSACTION WITH SHINKWANG ELECTRONICS PRIVATE LIMITED

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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules, regulations, notifications, clarifications, circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in compliance of Good Corporate Governance, the consent of the members be and is hereby accorded to





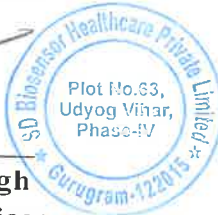
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enter into a transaction(s) in the ordinary course of business & on most competitive market price (arm's length basis) for the purchase of goods & material, with the related party Shinkwang Electronics Private Limited on such terms and conditions as may be mutually agreed upon by the Board of Directors & Shinkwang Electronics Private Limited, in which Mr. Kwang IL Lee, is a common Director in both the Companies.

RESOLVED FURTHER THAT the Directors/KMP of the Company be and is hereby authorized severally to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies, Haryana."

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



Atul Singh
Company Secretary & Compliance Officer
Membership No. A60819

Date: 3rd September, 2025
Place: Gurugram

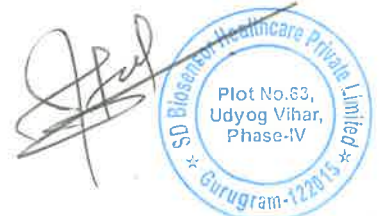


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Notes:

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 General Circulars no. 14/2020 dated April 8, 2020, General Circulars 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, General Circular No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (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 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.

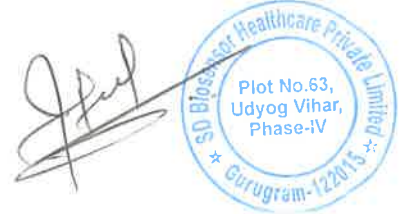




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8. In Compliance with the MCA Circular's the Notice of the AGM along with Annual Report for the Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
9. The Members and other 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/OAVM, the route map is not annexed to this notice.





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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 WiFi 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 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**

Date : 3rd September, 2025

Place : Gurugram



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**EXPLANATORY STATEMENT FOR ITEM 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. TO APPROVE RELATED PARTY TRANSACTION WITH SHINKWANG
ELECTRONICS PRIVATE LIMITED**

The Company, has entered into transactions with Shinkwang Electronics Private Limited, a related party as per Section 2(76) of the Companies Act, 2013 for purchase of goods & material in the ordinary course of business and on arm's length basis, Mr. Kwang IL Lee, is a common Director in both the Companies.

The estimated value of such transactions during the financial year 2025-26 is expected to be exceeded the threshold limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 i.e., 10% of the turnover. In pursuance of fourth proviso of section 188(1), the company doesn't fall under the compliance criteria as the transaction is in the ordinary course of business and on arm's length basis as explained above., However, in compliance of Good Corporate Governance, the management has decided to place this agenda item for member's approval - by way of ordinary resolution..

The particulars of the related party transaction for the financial year 2025-26 are as follows:

(a) Name of the related party: Shinkwang Electronics Private Limited

(b) Name of the director or Key managerial personnel who is related, if any: Mr. Kwang IL Lee (DIN- 02042458)

(c) Nature of relationship: Mr. Kwang IL Lee is also director in Shinkwang Electronics Private Limited Purchase of goods & material used in the course of regular business operations of

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Purchase of goods & material used in the course of regular business operations of the company. The total monetary value of purchases from Shinkwang Electronics Pvt. Ltd. during the financial year 2025-26 is estimated/ projected to exceed 10% of the turnover of the Company. Terms & conditions shall be mutually decided between Vendor & the Company in compliance with arm's length transactions.





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(e) any other information relevant or important for the members to take a decision on the proposed resolution: The summary of business planned/executed with Shinkwang Electronics Private Limited is explained below for member's consideration;

Financial Year	Transaction Amount (INR)	Turnover (INR)	% of Sales	Status
2025-26	70,00,00,000	4,85,00,00,000	14.43%	Projected data
2024-25	32,09,39,552	3,33,80,80,000	9.61%	Audited data
2023-24	14,70,32,037	2,01,60,60,000	7.29%	Audited data
2022-23	14,50,17,212	2,07,24,00,000	7.00%	Audited data
2021-22	32,40,53,898	7,61,57,90,000	4.26%	Audited data

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

**Date : 3rd September, 2025
Place: Gurugram**

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

