



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 ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SD BIOSENSOR HEALTHCARE PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON WEDNESDAY, 27TH SEPTEMBER, 2023 AT 11:00 AM (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, 2023 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, 2023, 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.”

2. To re-appoint Statutory Auditors and to fix their remuneration and in this regard 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 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of Members of the company be and is hereby accorded to re-appoint M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), from whom consent and certificate pursuant to section 139 of the Companies Act has been received, for a period of five years as the Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting of the

company till the conclusion of the Annual General Meeting to be held in the year 2028 at a remuneration as may be mutually agreed between the Board of Directors and Auditors of the Company.

RESOLVED FURTHER THAT any of the Director/KMP be and is hereby authorized to do all such acts, deeds and things and to file such necessary e-form to the concerned ROC in order to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

3. APPROVAL FOR INCREASE AUTHORIZED SHARE CAPITAL

“**RESOLVED THAT** pursuant to Section 61 read with Sections 64, 13 and 15 of Companies Act, 2013 and Rule 15 of (Share Capital and Debenture Rules) 2014 and any other applicable provisions of the Act read with rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and applicable provisions of the Memorandum and Article of Association of the Company, the approval of Members of the company be and is hereby accorded to increase Authorized Share Capital of the Company from existing INR 130,00,00,000/- (Rupees One Thirty Crores Only) divided into 13,00,00,000 equity shares of INR 10/- (Rupees Ten only) each to INR 180,00,00,000/- (Rupees One Eighty Crores Only) divided into 18,00,00,000 equity shares of INR 10/- (Rupees Ten only) by creation of additional 5,00,00,000 (Five Crores) equity Shares of INR 10/- each ranking pari-passu, in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT consent of the Members of the Company in Annual General Meeting of the Company, Clause V of the Memorandum of Association of the Company be altered to read as follows:

V “The Share Capital of the Company is INR 180,00,00,000 (Rupees One Eighty Crores Only) divided into 18,00,00,000 (Eighteen Crores) Equity Shares of INR 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company/ KMP be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”



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4. ALTERATION OF MEMORANDUM OF ASSOCIATION

“RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be altered and substituted with the following new clause:

V “The Share Capital of the Company is INR 180,00,00,000 (Rupees One Eighteen Crores Only) divided into 18,00,00,000 (Eighteen Crores) Equity Shares of INR 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company/ KMP be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

By order of the Board
For SD BIOSENSOR HEALTHCARE PRIVATE LIMITED

Date: 28th August, 2023
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 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars'). 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.
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. 3 & 4 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 2022-23 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.

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

- a) 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.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) 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.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT FOR ITME NO. 3&4 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: INCREASE OF AUTHORIZED SHARE CAPITAL:

The Board of the Company upon considering ongoing projects and to meet the Company's growth objectives and business expansion plans, proposing to raise further fresh equity capital in pursuance of applicable laws. On that, the Company proposes to increase its authorized share capital from existing INR 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 13,00,00,000 Equity Shares of INR 10/- (Rupees Ten) each, to Rs.180,00,00,000/- (Rupees One Hundred Eighty Crores Only) divided into 18,00,00,000 (Eighteen Crores) Equity Shares of INR 10/- each; by creation of additional 5,00,00,000 (Five Crores) equity share of INR 10/- each ranking pari-passu, in all respect with the existing equity shares of the Company.

Pursuant to the provisions of section 61 & 13 of the Companies Act, 2013, approval of Members is required for increasing the authorized share capital of the Company and alteration in the Memorandum of Association of the Company.

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

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.



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2: ALTERATION THE MEMORANDUM OF ASSOCIATION

To reflect the increased Authorized Share Capital of the Company and to comply with the requirements of the Companies Act, 2013, it is proposed to amend the Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of section 61 & 13 of the Companies Act, 2013, approval of Members is required for increasing the authorized share capital of the Company and alteration in the Memorandum of Association of the Company.

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

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: 28th August, 2023
Place: Gurugram**

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