

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING (“AGM”) OF CORE DIAGNOSTICS PRIVATE LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 26, 2025 AT 01.00 PM (IST) THROUGH VIDEO CONFERENCING (“VC”) TO TRANSACT THE FOLLOWING BUSINESS(ES).

ORDINARY BUSINESS

To consider, and if thought fit, to pass resolution no. 1 and 2 as ordinary resolution:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a director in place of Mr. Surendran Chemmenkotil (DIN: 10818890), who retires by rotation and being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS

3. **To approve re-appointment of Mr. Dinesh Chauhan as a Managing Director of the Company and the terms of remuneration**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and based on the approval of the Board of Directors, the approval of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Chauhan (DIN: 08773894) as a Managing Director of the Company for a period of 3 consecutive years commencing from 1st September, 2025 and ending on 31st August, 2028, liable to retire by rotation, upon the terms and conditions given below and in such a manner as the Board may deem fit and acceptable to Mr. Dinesh Chauhan:

A. Remuneration (Basic Salary): INR 55,47,510/- (Indian Rupees Fifty-five Lakh Forty-seven Thousand Five Hundred and Ten Only) per annum, with the authority to revise/increase the same from time to time;

B. Perquisites and other benefits: House rent allowance, perquisites and other benefits up to a value of INR 81,35,111/- (Indian Rupees Eighty-one Lakh Thirty-five Thousand One Hundred and Eleven Only) per annum with the authority to revise/increase the same from time to time, further he shall also be entitled to such other benefits as per the policy(ies) of the Company / holding company extended to the employees of subsidiaries including stock options and other benefits, subject to such approvals as may be necessary;

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C. **Contribution to Provident Fund:** Contribution to provident fund of INR 43,200/- (Indian Rupees Forty-three Thousand Two Hundred Only) per annum;

D. **Director Agreement:** All other terms and conditions of appointment as set out in the agreement to be executed between the Company and Mr. Dinesh Chauhan.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution including filing of necessary e-forms with the concerned Registrar of Companies and to furnish certified true copy of resolution in this regard as may be required from time to time.”

Place: Gurgaon

Date: 5th Aug, 2025

By Order of the Board of Directors

Sd/-

Dinesh Chauhan
Managing Director
DIN: 08773894

Registered Office:

CORE Diagnostics Private Limited

(CIN: U85100HR2012PTC046376)

406, Udyog Vihar, Phase-III, Gurgaon,

Haryana -122016, India

Tel: +91 124 4615 615

www.corediagnostics.in

NOTES:

1. Pursuant to circulars issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and the latest one being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') and in compliance with the provisions of the Companies Act, 2013 ("the Act") the 13th Annual General Meeting ('13th AGM/AGM') of the Company is being conducted through VC Facility, without the physical presence of members at a common venue. The deemed venue for the 13th AGM shall be the Registered Office of the Company.
2. Pursuant to MCA Circulars the AGM shall be conducted through VC, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member / institutional members are entitled to appoint authorised representatives to attend the AGM through VC and participate and cast their votes. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at ashish.singhal@corediagnostics.in.
3. The Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may

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note that the Notice and Annual Report will also be available on the Company's website at www.corediagnostics.in.

4. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be available for inspection electronically during the AGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM and the relevant details of director seeking appointment and re-appointment as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
8. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. AGM day & date. Members seeking to inspect such documents can send an email to ashish.singhal@corediagnostics.in.
9. Members holding shares in the dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Orbis Financial Corporation Limited.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members who wish to claim dividends, which have remained unclaimed, are requested to contact the Secretarial Department, at the Registered Office of the Company or office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s Orbis Financial Corporation Limited. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).
12. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividends. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.

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13. Voting at the AGM may be conducted by show of hands, as may be decided by the Chairman, unless a poll is demanded. In case a poll is demanded during the meeting on any resolution, the members shall cast their votes by sending an email to the designated email address of the Company, i.e., ashish.singhal@corediagnostics.in, which should be sent from their registered email addresses with the Company and must clearly mention their name, DP ID-Client ID and their vote (assent or dissent) on the resolution(s).

14. AGM will be convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars, as applicable.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Members are encouraged to join the Meeting through Laptops for better experience.
2. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ashish.singhal@corediagnostics.in. The same will be replied by the company suitably.

As required by Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 3: To approve re-appointment of Mr. Dinesh Chauhan as a Managing Director of the Company and the terms of remuneration

Mr. Dinesh Chauhan was re-appointed as a Managing Director of the Company for a period of five years w.e.f. September 1, 2020, to August 31, 2025. The Board of Directors of the Company at their meeting held on August 4, 2025, approved the re-appointment of Mr. Dinesh Chauhan as a Managing Director of the Company for a term of 3 (three) consecutive years effective September 1, 2025, to August 31, 2028, subject to approval of the shareholders, on terms and conditions mentioned below:

A. Remuneration (Basic Salary): INR 55,47,510/- (Indian Rupees Fifty-five Lakh Forty-seven Thousand Five Hundred and Ten Only) per annum, with the authority to revise/increase the same from time to time;

B. Perquisites and other benefits: House rent allowance, perquisites and other benefits up to a value of INR 81,35,111/- (Indian Rupees Eighty-one Lakh Thirty-five Thousand One Hundred and Eleven Only) per annum with the authority to revise/increase the same from time to time, further he shall also be entitled to such other benefits as per the policy(ies) of the Company / holding company extended to the employees of subsidiaries including stock options and other benefits, subject to such approvals as may be necessary;

C. Contribution to Provident Fund: Contribution to provident fund of INR 43,200/- (Indian Rupees Forty-three Thousand Two Hundred Only) per annum;

D. Director Agreement: All other terms and conditions of appointment as set out in the agreement to be executed between the Company and Mr. Dinesh Chauhan.

The Board has evaluated Mr. Dinesh's remuneration by benchmarking it against peers in comparable roles and industries, considering the following key aspects:

- i. *Experience and Leadership Track Record:* The Board has considered Mr. Dinesh's extensive experience, demonstrated leadership, strategic direction, and past performance.
- ii. *Role and Responsibilities as the Managing Director:* The responsibilities associated with the role of Chairperson & Whole-time Director are significant and wide-ranging, encompassing strategic leadership, governance & board functioning, operational oversight, promoter representation, stakeholder engagement, and value creation for shareholders.

Mr. Dinesh Chauhan does not hold any executive position in other companies, nor does he receive any remuneration from other entities.

The Employment Agreement is available for electronic inspection without any fee by the members. The Board may alter and/or vary the terms and conditions of his re-appointment, including his

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remuneration in accordance with the terms of variation set out above, and/or make any amendment(s) to the existing employment agreement as may be mutually agreed between the Board of Directors and Mr. Dinesh Chauhan, within the permissible limits and subject to the requisite approval(s), as required under applicable law(s).

Mr. Dinesh Chauhan is not disqualified to continue as a Director in terms of Section 164 of the Act and has given his consent to act as the Managing Director of the Company. He is not debarred from holding the office of a Director by the virtue of any order of any authority.

In accordance with the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions of the Act, the approval of the Members is required for the re-appointment of Mr. Dinesh Chauhan as the Managing Director of the Company and for the payment of remuneration for a term of 3 (three) consecutive years effective September 1, 2025, to August 31, 2028, liable to retire by rotation.

A detailed profile of Mr. Dinesh Chauhan is available on the website of the Company. Details of the Director as required under the Act read with Secretarial Standards-2 issued by Institute of Company Secretaries of India is enclosed in **Annexure I** to this Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Place: Gurgaon
Date: 5th Aug, 2025

By Order of the Board of Directors

Sd/-
Dinesh Chauhan
Managing Director
DIN: 08773894

Registered Office:
CORE Diagnostics Private Limited
(CIN: U85100HR2012PTC046376)
406, Udyog Vihar, Phase-III, Gurgaon,
Haryana -122016, India
Tel: +91 124 4615 615
www.corediagnostics.in

Information as required under Secretarial Standard-2 for appointment / re-appointment of Directors is as below

Name of the Director	Mr. Surendran Chemmenkotil	Mr. Dinesh Chauhan
DIN	10818890	08773894
Date of Birth & Age	June 01, 1966, 59 years	August 20, 1974, 51 years
Date of first appointment on the Board	March 21, 2025	June 29, 2020
Date of appointment at current designation	March 21, 2025	September 1, 2020
Category	Non-Executive Non-Independent Director	Managing Director
Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience (skills and capabilities and how the person meets the requirements, if applicable)		
Terms and conditions of appointment / reappointment	Mr. Surendran Chemmenkotil is a Non-Executive Non-Independent Director, liable to retire by rotation.	As per the resolution set out in this Notice read with the Explanatory Statement thereto.
Number of shares held in the Company as on the date of Notice (including as beneficial owner)	Nil	Nil
Remuneration to be paid and last drawn and No. of Board Meetings attended during the year	Nil	To be paid: As per the resolution set out in this Notice read with the Explanatory Statement thereto. Details of remuneration last drawn by Mr. Dinesh Chauhan and the number of Board / Committee meetings attended during financial year 2024-25 are provided in the in the Annual Return.
Members / Chairperson of Committees of the Company	-	-
Directorships held in other Companies as on the date of the Notice	Refer Annexure A	Refer Annexure B
Membership of committees held in other Indian companies as on date of the Notice	Refer Annexure A	Refer Annexure B

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Relationship with other Director, Manager and other Key Managerial Personnel of the Company	None	None
Name of listed entities from which the person has resigned in the past three years as Director	Nil	Nil

Annexure A – Details of Other Directorships and Committee memberships held by the Mr. Surendran Chemmenkotil:

No.	Name of the Company in which he is a Director	Details of Committee Membership / Chairmanship in the Company
1.	Metropolis Healthcare Limited	Member of Risk Management Committee
2.	Metropolis Foundation	-

Annexure B – Details of Other Directorships and Committee memberships held by the Mr. Dinesh Chauhan:

No.	Name of the Company in which he is a Director	Details of Committee Membership / Chairmanship in the Company
1.	Zoe Therapeutics Private Limited	-
