

NOTICE TO THE SHAREHOLDERS

SHORTER NOTICE is hereby given that the 1st Extraordinary General Meeting of the Company for the FY 2024-25 will be held on Friday, the 21st Day of March, 2025 at 10.30 P.M. IST at the Registered office of the Company at 406, Udyog Vihar, Phase III, Gurgaon, Haryana, 122016, IN to transact the following business:

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 together with the circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Surendran Chemmenkotil (DIN: 10818890) as a Director (non-executive) on the board of directors of the Company be and is hereby approved and confirmed and Mr. Surendran Chemmenkotil (DIN: 10818890) shall be a non-executive director on the board of directors of the Company with effect from 21st March, 2025.

RESOLVED FURTHER THAT the directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental or ancillary to giving effect to the above resolutions, including but not limited to filing of necessary documents and e-forms with statutory authorities including the Registrar of Companies (including Form DIR-12), as may be required and making necessary entries in the register of directors and key managerial personnel of the Company and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the directors and/or the Company Secretary of the Company be and are hereby also authorized to issue a certified true copy of this resolution to anyone concerned or interested in this matter.”

2. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 together with the circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Mr. Avadhut Joshi (DIN: 10886462) as a Director (non-executive) on the board of directors of the Company be and is hereby approved and confirmed and Mr. Avadhut Joshi (DIN: 10886462) shall be a non-executive director on the board of directors of the Company with effect from 21st March, 2025.

RESOLVED FURTHER THAT the directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental or ancillary to giving effect to the above resolutions, including but not limited to filing of necessary documents and e-forms with statutory authorities including the Registrar of Companies (including Form DIR-12), as may be required and making necessary entries in the register

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of directors and key managerial personnel of the Company and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the directors and/or the Company Secretary of the Company be and are hereby also authorized to issue a certified true copy of this resolution to anyone concerned or interested in this matter.”

3. To consider and, if thought fit, to pass with or without modification the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 5 and 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules, circulars and notifications thereunder (including any statutory modifications thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for adoption of the restated Articles of Association of the Company, a copy of which has been placed before the meeting and initialled by the Chairman for the purpose of identification and also enclosed hereto as Annexure A, in supersession and substitution for and to the entire exclusion of, the existing articles of association of the Company.

RESOLVED FURTHER THAT the directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental or ancillary to giving effect to the above resolutions, including but not limited to filing of necessary documents and e-forms with statutory authorities including the Registrar of Companies, as may be required and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the directors and/or the Company Secretary of the Company be and are hereby also authorized to issue a certified true copy of this resolution to anyone concerned or interested in this matter.”

For CORE DIAGNOSTICS PRIVATE LIMITED

Ashish Singhal,
Company Secretary
M No.: A32613

Date: 21st March, 2025
Place: Gurgaon

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote and attend in his stead. A proxy so appointed need not be a member of the Company and is entitled to vote only on poll. Proxy forms in order to be effective must reach the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
2. The documents related to matters set out in the Notice, including all annexures to this notice shall be open for inspection at the registered office of the Company during business hours (9 : 00 AM to 6: 00 PM) on working days up to and including the date of extra – ordinary general meeting of the Company.
3. The statutory registers which should be kept open for inspection of members under the Companies Act, 2013 are available for such inspection by the Members at the Extraordinary General Meeting.
4. An explanatory statement with respect to the special business to be transacted at the meeting, as required under Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.
5. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Blank proxy form is enclosed with this notice.
6. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their Folio No.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. The Notice of the EGM along with the Explanatory Statement is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. Route map of the venue is given in Annexure A.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1:

Pursuant to the Share Purchase Agreement dated December 09, 2024 (hereinafter referred to as the “SPA”) executed between Metropolis Healthcare Limited (the “Purchaser”), Core Diagnostics (Mauritius) Pvt. Ltd. (hereinafter referred to as the “Seller”) and the Company, Mr. Surendran Chemmenkotil (DIN: 10818890) has been nominated by the Purchaser to be a non-executive director and on the board of directors (“Board”) of the Company.

The Board, pursuant to Sections 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 together with the circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), at its meeting held on 21st March, 2025 has appointed Mr. Surendran Chemmenkotil] as an additional director (non-executive) of the Company with effect from 21st March, 2025. In the opinion of the Board, Mr. Surendran Chemmenkotil fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as a Director of the Company. The Board is of the view that Mr. Surendran possesses requisite skills and knowledge and it would be in the interest of the Company to confirm the appointment of Mr. Surendran as a Director of the Company.

Details of Mr. Surendran Chemmenkotil is set out in **Annexure B**.

Mr. Surendran Chemmenkotil is not related to any other Director, Manager, and other Key Managerial Personnel of the Company.

Pursuant to Sections 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 together with the circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the aforementioned appointment is required to be approved by the members of the Company by an ordinary resolution.

Item No. 2:

Pursuant to the Share Purchase Agreement dated December 09, 2024 (hereinafter referred to as the “SPA”) executed between Metropolis Healthcare Limited (the “Purchaser”), Core Diagnostics (Mauritius) Pvt. Ltd. (hereinafter referred to as the “Seller”) and the Company, Mr. Avadhut Joshi (DIN: 10886462) has been nominated by the Purchaser to be a non-executive director and on the board of directors (“Board”) of the Company.

The Board, pursuant to Sections 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 together with the circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), at its meeting held on 21st March, 2025 has appointed Mr. Avadhut Joshi as an additional director (non-executive) of the Company with effect from 21st March, 2025. In the opinion of the Board, Mr. Avadhut Joshi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as a Director of the Company. The Board is of the

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view that Mr. Avadhut possesses requisite skills and knowledge and it would be in the interest of the Company to confirm the appointment of Mr. Avadhut as a Director of the Company.

Details of Mr. Avadhut Joshi is set out in Annexure C.

Mr. Avadhut Joshi is not related to any other Director, Manager, and other Key Managerial Personnel.

Pursuant to Sections 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 together with the circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the aforementioned appointment is required to be approved by the members of the Company by an ordinary resolution.

Item No. 3:

Pursuant to the Share Purchase Agreement dated December 09, 2024 (hereinafter referred to as the “SPA”) executed between Metropolis Healthcare Limited (the “Purchaser”), Core Diagnostics (Mauritius) Pvt. Ltd. (hereinafter referred to as the “Seller”) and the Company, the Company is required to amend its articles of association in a form and manner satisfactory to the Purchaser. A draft of the proposed articles of association of the Company is enclosed to this notice as Annexure D and is available for inspection at the registered office of the Company during the business hours till the date of the Meeting. The Board of Directors of the Company at its meeting held on 21st March, 2025 has approved the adoption of the proposed articles of association of the Company, subject to approval of the members of the Company.

Pursuant to Sections 5 and 14 of the Companies Act, 2013 together with the rules, circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force the approval of the members of the Company by a special resolution is required for an amendment to the articles of association of the Company.

Recommendation of Board

The Directors recommend the Resolution at Item Nos. 1 and 2 of the accompanying Notice, for the approval of the members of the Company by way of an Ordinary Resolution and Item No. 3 by way of a Special Resolution.

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Memorandum of Interest

None of the Directors, key managerial personnel and/or their relatives of your Company are concerned or interested, directly or indirectly in any of the aforementioned items in the proposed resolution, except as a Shareholder of the Company.

For CORE DIAGNOSTICS PRIVATE LIMITED

**Ashish Singhal,
Company Secretary
M No.: A32613**

**Date: 21st March, 2025
Place: Gurgaon**

Route map



DETAILS OF DIRECTOR

Particulars	Details
Name	Mr. Surendran Chemmenkotil
Age	58
Qualifications & Experience	<p>Mr. Surendran is Bachelor of Engineering in Electronics and Power from Regional Engineering College, Nagpur and MBA from Annamalai university.</p> <p>Mr. Surendran was associated largely with organizations namely Xerox India Limited and Bharti Airtel Limited ('Airtel') and has experience across geographies, functions and businesses to his credit. He was the CEO for Airtel North East & Assam Circle and then moved in as CEO of Karnataka Circle which is Airtel's flagship Market, heading Mobile, Broadband and Enterprise lines of business between 2013-2015.</p>
Terms & Conditions of appointment	Appointment as an Additional Director from the date to appointment till the conclusion of next annual general meeting and shall be liable to retire by rotation, under Terms & Conditions of appointment.
Remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable
Date of appointment	21 st March, 2025
Date of first appointment on Board	21 st March, 2025
Shareholding in the Company	Nil
Relationship with other Directors/Manager/KMPs	Mr. Surendran is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company.
Other Directorships, Memberships/Chairmanships of Committees of other Boards	<p>List of Other Directorships:</p> <p>Metropolis Healthcare Limited – Chief Executive Officer</p> <p>Metropolis Foundation – Additional Director</p>

DETAILS OF DIRECTOR

Particulars	Details
Name	Mr. Avadhut Joshi
Age	44 years
Qualifications & Experience	<p>Mr. Avadhut has done PG Diploma in Business Administration from CSPA, London and B. Pharma from Shivaji University.</p> <p>Mr. Avadhut is a seasoned leader in the healthcare space with an experience spanning 21+ years. He is associated with organisations like Metropolis, Rivaara Labs and SRL Diagnostics.</p> <p>Mr. Avadhut has expertise in managing investor relations, setting up critical functions that fuelled the organisations growth, building the R&D pipeline for strategic development and scaling up the overall operations. He is also handling the Merger & Acquisitions portfolio for the group.</p>
Terms & Conditions of appointment	Appointment as an Additional Director from the date to appointment till the conclusion of next annual general meeting and shall be liable to retire by rotation under Terms & Conditions of appointment.
Remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable
Date of appointment	21 st March, 2025
Date of first appointment on Board	21 st March, 2025
Shareholding in the Company	Nil
Relationship with other Directors/Manager/KMPs	Mr. Avadhut is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company.
Other Directorships, Memberships/Chairmanships of Committees of other Boards	List of Other Directorships: Metropolis Clinical Pathology Private Limited - Director

ANNEXURE D

Restated Articles of Association

[Enclosed]