



Notice Of The Annual General Meeting

NOTICE is hereby given that the Twenty-Second Annual General Meeting of Chandan Healthcare Limited will be held on Thursday, September 29, 2025, at 04.00 p.m. (IST), through Video Conferencing/Other Audio-Visual Means to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone 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; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Amar Singh (DIN: 01096328), who retires by rotation and being eligible, offers himself, for re-appointment.
3. To appoint a Director in place of Ms. Asmita Singh (DIN: 01098055), who retires by rotation and being eligible, offers herself, for re-appointment.
4. To appoint a Director in place of Mr. Vinay Lamba (DIN: 01220153), who retires by rotation and being eligible, offers himself, for re-appointment.

SPECIAL BUSINESS:

5. To appoint Secretarial Auditors for a period of five years.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on the recommendation of the Audit Committee and approval of the Board of the Directors of the Company, the Members hereby accord its approval to appoint, M/s. Umesh Kumar &

Associates., Company Secretaries (Firm Registration No. I2009DE661900), as the Secretarial Auditors of the Company for a term of five consecutive years to conduct the Secretarial Audit for the financial year 2024-25 to 2028-29, on such remuneration as may be decided by the Board of Directors on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors, which term shall deem to include any Committee constituted by the Board, be and is hereby authorised to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

6. To ratify remuneration of the Cost Auditor for the financial year ending on March 31, 2026.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. Rahul Jain & Associates Cost Accountants, Ghaziabad (Firm Registration No. 101515, to audit the cost records of the Company for the financial year ending on March 31, 2026, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors, which term shall deem to include any Committee constituted by the Board, be and is hereby authorised to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors
For **Chandan Healthcare Limited**

Rajeev Kumar Nain
Company Secretary

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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act relating to Item no. 5 and 6 of the Notice of the 22nd AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed to this notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19", General Circular no. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

In this Annual Report, the connotation of "Members" and "Shareholders" is the same

Accordingly, in compliance with the applicable provisions of the Act read with the said Circulars and SEBI Listing Regulations, the Company has decided to convene its 22nd AGM through VC/OAVM and the Members can attend and participate in the AGM through VC/OAVM.

3. Pursuant to the provisions of the Act, 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. However, Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available. THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. In case of Joint holders attending the AGM, the shareholder 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.
6. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to kpassociates.legal@gmail.com with a copy marked to einward.ris@kfintech.com
7. The Members can join the AGM through the VC/ OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis.
8. In line with the relevant Circulars issued by the MCA and SEBI, the Annual Report including Notice of the 22nd AGM of the Company inter alia indicating the process and manner of e-voting is being sent by e-mail, to all the Shareholders whose e-mail IDs are registered with the Company / Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the relevant Circulars issued by MCA and SEBI, the Annual Report including Notice of the 22nd AGM of the Company will also be available on the website of the Company at www.chandandiagnostic.com, The same can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com. Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.

9. Members are requested to address all correspondence, to the Company's Registrar & Transfer Agent - KFin Technologies Limited



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(RTA), Selenium, Tower-B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

10. 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 Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC/OAVM facility of KFin, to the Members attending the AGM.
11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the RTA of the Company i.e. KFin Technologies Limited (KFin). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed M/s. SWOT Advisory LLP, Practicing Company Secretary) Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
12. Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's investor email-id secretarial@chandan.co.in, so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as on Wednesday, September 17, 2025, i.e., the 'cut-off' date for e-voting.

• **Instructions for e-voting and joining the e-AGM are as follows:**

A. Voting through electronic means:

- I. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9,2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- III. The remote e-Voting period commences on September 24, 2025 at 09:00 A.M. and ends on September 27, 2025 at 05:00 P.M. During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, i.e., Saturday, September 13, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members, who cast their vote by remote e-voting, may attend the meeting through VC/OAVM, but will not be entitled to cast their vote once again on the resolutions.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he

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she is already registered with "KFin" for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- VI. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- VII. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- VIII. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit URL: https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register click on link: https://eservices.nsdl.com 2. Select "Register Online for IDeAS " Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi; Login with your registered user ID and Password After successful login of Easi / Easiest, Option will be made available to reach e-voting page Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide Demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-voting service provider i.e. Kfintech where the e-voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name ore-Voting service provider –Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

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Details on Step 2 are mentioned below:

ii) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Chandan Healthcare Limited-AGM' and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/

AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id cspujamishra@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No. _____"

xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and



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signed Form ISR-1 along with self-attested copy of the PAN card and such other documents as prescribed in the Form. The said form is available on the website of the Company at <https://www.chandandiagnostic.com/investors/#sebi-kyc-forms> and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> duly Filled form can be submitted in Person at any of the Branches of KFIN, details of which are available on the link :<https://www.kfintech.com/contact-us/>. Forms can be e-Signed and submitted online along with requisite documents by following the link: : <https://kprism.kfintech.com/> or Physical forms can be sent through post to the address of our RTA - KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) , Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.

- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Instructions for members for voting during the e-AGM session:

1. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
3. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
4. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

Instructions for members for attending the E-AGM

1. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
2. Alternatively, members can use their Registered Mobile number to obtain the OTP and login by using the Mobile OTP option.
3. Members registered as speakers will be allowed to use their camera / webcam during e-AGM and hence are requested to use the internet with good bandwidth to avoid any disconnection or disturbance during the meeting.
4. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
5. Members who need technical assistance before or during the e-AGM can contact KFin at: 1800 309 4001.

OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFin. On successful login, select 'Speaker Registration' which will be opened from September 25, 2025 (09:00 A.M. IST) to September 27 2025 (05:00 P.M. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFin. On successful login, select 'Post Your Question' option which will be

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opened from September 25, 2025 (09:00 A.M. IST) to September 27, 2025 (05:00 P.M. IST).

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Kfintech at toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, September 20, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL: MYEPWD <SPACE> INI2345612345678
2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
3. Example for Physical: MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com

- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

B. GENERAL INSTRUCTIONS:

- i. The Board of Directors has appointed M/S . Akshat Garg & Associates as the Scrutinizer ("Scrutinizer") for conducting the voting/poll and remote e-voting process in a fair and transparent manner
- ii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.chandandiagnostic.com/> and on KFin's website <https://evoting.kfintech.com> and shall also be communicated to the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com

Law provides voting rights to all members proportionate to their holding in the Company. Chandan Healthcare Limited encourages the members to exercise their voting rights and actively participate in decision making process.



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

Item No. 5 – To appoint Secretarial Auditors for a period of five years to be passed as an Ordinary Resolution:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Company is required to annex a Secretarial Audit Report issued by a Practising Company Secretary with its Board Report prepared in terms of Section 134(3) of the Act.

The Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary from the Institute of Company Secretaries of India (“ICSI”). The Secretarial Auditor can be appointed for a term of five consecutive years, subject to the approval of the Members by way of an Ordinary Resolution.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on March 27, 2025, approved the appointment of M/s. Umesh Kumar & Associates, Company Secretaries (Firm Registration No. I2009DE661900) as the Secretarial Auditors of the Company for a term of five consecutive years to conduct the Secretarial Audit for the financial year 2024-25 to 2028-29, subject to the approval of the Members by way of an Ordinary Resolution. While considering such appointment, the Board and the Audit Committee evaluated various factors, including but not limited to, their experience, existing clientele, industry standing, capability, technical expertise and independence.

The firm represents a coalition of specialized skills that is geared to offer sound services. The organization is a congregation of professionally qualified and experienced persons, who are committed to add value and optimize the benefits accruing to clients. Umesh Kumar & Associates offer Company Secretarial Services that meet the demands of

Company Formation, Company Law Matters, Legal Consultancy, NCLT, RBI, RD and Trade Marks, Merger & Demerger related services. The firm has immense knowledge and experience in dealing with matters relating to Company Law, Intellectual Property Rights, Foreign Exchange Management Act/RBI, Financial Services: SEBI Act, RBI Act and Guidelines of Ministry of Finance.

Umesh Kumar & Associates is a peer reviewed firm of Company Secretaries holding a valid certificate issued by the Peer Review Board of ICSI.

It is proposed to pay ₹ 125000/- (Rupees One Lakh Twenty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, to Umesh Kumar & Associates, as remuneration for the Secretarial Audit for financial year 2025-26. The remuneration for the subsequent financial years shall be approved by the Board on the recommendation of the Audit Committee. In addition to the Secretarial Audit, the Company shall also avail certain other permitted services as may be required from time to time by the management and which shall be approved by the Board of Directors and/or the Audit Committee.

UMESH KUMAR & ASSOCIATES has provided their consent and confirmed that they are eligible and are not disqualified to act as the Secretarial Auditor of the Company. Their proposed appointment, if made, will be in compliance with the provisions of the Act and the Listing Regulations read with such other circulars issued by SEBI in this regard. UMESH KUMAR & ASSOCIATES has not been associated with the Company/subsidiaries in the past and the proposed appointment is independent of the management. There has been no change in the remuneration payable to UMESH KUMAR & ASSOCIATES from that paid to the outgoing auditor for conducting the secretarial audit.

The Board recommends their appointment to the Members for their approval by way of an Ordinary Resolution, as set out at Item No. 5 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way deemed to be concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 6 of this Notice.

Item No. 6 – To ratify remuneration of the Cost Auditor for the financial year ending on March 31, 2026 to be passed as an Ordinary Resolution:

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to maintain cost records in accordance with the provisions of the Act and get the same audited by a qualified Cost Accountant.

Notice Of The Annual General Meeting

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 14, 2025, have approved the re-appointment of M/s. Rahul Jain & Associates (FRN No. 101515), as the Cost Auditor to audit the cost records of the Company for the financial year ending on March 31, 2026 at a remuneration of ₹ 1,00,000 (Rupees One Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses. There has been no change in the remuneration payable to M/s. Rahul Jain & Associates from that paid for the previous financial year 2024-25 for conducting the cost audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Rahul Jain & Associates for the financial year ending on March 31, 2026, needs to be ratified by the Members of the Company. Accordingly, the Board recommends passing of the Ordinary Resolution for ratification of the remuneration payable to M/s. Rahul Jain & Associates, as set out at Item No. 6 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way deemed to be concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 7 of this Notice.

By Order of the Board of Directors
For **Chandan Healthcare Limited**

Lucknow, 05 september, 2025
Rajeev Kumar Nain
Company Secretary



Annexure 'A'

Additional information on Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the Listing Regulations and SS-2:

Name of Director	Mr. Amar Singh	Ms. Asmita Singh	Mr. Vinay Lamba
DIN	01096328	01098055	01220153
Date of Birth	March 10, 1958	January 17, 1985	March 14, 1966
Age	67 years	40 years	59 years
Date of first appointment on the Board	03/09/2003	03/09/2003	03/09/2003
Qualifications	Bachelor of Medicine & Bachelor of Surgery (MBBS) – 1985	Master of Business Administration (MBA) – Manchester Business School	Graduate in Marine Engineering – Marine Engineering and Research Institute (MERI), Kolkata
Brief Profile and Experience	Dr. Amar Singh, Mentor and Chairman of the Chandan Group, has transformed his journey from a general practitioner in 1985 into building one of North India's leading healthcare enterprises. After venturing into diagnostics in 1991 and founding Chandan Healthcare Limited in 2003, he expanded the network to over 50 diagnostic centers across Uttar Pradesh and Uttarakhand. His vision culminated in the launch of Chandan Hospital in 2018, a 300-bed multi-specialty facility. Reappointed Managing Director in 2024, Dr. Singh continues to drive excellence across diagnostics, hospital care, pharmacy, and pharmaceuticals, leaving a lasting legacy as a healthcare pioneer and entrepreneur.	Asmita Singh, Managing Director of Chandan Healthcare Limited since March 2024, has been instrumental in driving the company's growth and operational excellence since joining as Director in 2003. With a BBA from Lucknow University and an MBA from Manchester Business School, she blends strong business acumen with healthcare expertise to optimize operations, expand market reach, and enhance patient experience. Under her leadership, Chandan's diagnostic network grew from 38 to 55 centers, while new initiatives improved efficiency, profitability, and customer satisfaction. Recognized with multiple awards—including the Excellence in Healthcare Service Award (2019), Women's Achievers Award (2022), and ET Leadership Excellence Award (2024)—Asmita continues to champion innovation, accessibility, and quality in healthcare delivery across India.	Mr. Vinay Lamba, Director and promoter of Chandan Healthcare Limited since 2003, brings extensive expertise in strategic leadership, quality systems, and business growth. A Marine Engineering graduate from MERI Kolkata and certified Marine Engineer Officer Class I, he oversees technical and operational decisions, specializing in asset procurement, negotiation, and calibration to ensure efficiency and compliance. Committed to continuous learning, he has completed senior leadership and governance programs at IIM Lucknow, IIM Ahmedabad, IIM Kashipur, IICA, and NIESBUD. His strategic vision, technical acumen, and leadership have been pivotal in driving Chandan Healthcare's sustained growth and success.
Nature of expertise in specific functional area/skills and capabilities	Healthcare Entrepreneurship & Leadership – Founded and expanded diagnostics, hospital, and pharmacy divisions. Strategic Vision & Growth Management – Grew Chandan into a multi-faceted healthcare group. Healthcare Infrastructure Development – Established Chandan Hospital (300 beds, 30 faculties). Community-Centric Approach – Strong commitment to accessible and quality healthcare.	Operational Excellence – Streamlining processes, SOP development, and daily operations management. Marketing & Business Strategy – Driving brand recognition and market expansion. Customer-Centric Leadership – Enhancing patient satisfaction through feedback systems and complaint management. Growth & Profitability Initiatives – Expanded diagnostic centers from 38 to 55 and implemented cost-saving measures	Corporate Governance & Compliance – Certified Independent Director with expertise in governance frameworks. Continuous Learning & Innovation – Advanced certifications in leadership

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Name of Director	Mr. Amar Singh	Ms. Asmita Singh	Mr. Vinay Lamba
Terms of (re) appointment along with details of remuneration to be paid	As per the terms of appointment approved by the Board on 27-05-2025.	As per the terms of appointment approved by the Board on 27-05-2025.	NA
Last drawn Remuneration	As approved by the board on 27-05-2025	As approved by the board on 27-05-2025	NA
Directorships in other companies	<ol style="list-style-type: none"> Chandan Cancer Institute Limited Healthrely Private Limited Chandan Super Speciality Hospital Limited Amaranita Holdings (India) Private Limited Chandan Hospital Limited Chandan Diagnostic Limited Chandan Pharmacy Limited Cendana Pharmaceuticals Private Limited 	<ol style="list-style-type: none"> Chandan Cancer Institute Limited Healthrely Private Limited Chandan Super Speciality Hospital Limited Amaranita Holdings (India) Private Limited Chandan Diagnostic Limited Indra Diagnostic Centre and Blood Bank Limited Kunwars Wellness Foundation Chandan Pharmacy Limited Cendana Pharmaceuticals Private Limited Chandan Hospital Limited 	<ol style="list-style-type: none"> Chandan Cancer Institute Limited Chandan Super Speciality Hospital Limited Chandan Hospital Limited Chandan Pharmacy Limited Lambros Engineering and Technical Services Private Limited Chandan Diagnostic Limited
Memberships/ Chairmanships of Committees in companies	Chandan Healthcare Limited: <ul style="list-style-type: none"> Audit Committee – Member Corporate Social Responsibility Committee – Chairperson Stakeholders' Relationship Committee – Member Chandan Hospital Limited: <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration Committee – Member 	N.A.	Chandan Healthcare Limited: <ul style="list-style-type: none"> Nomination and Remuneration Committee – Member Stakeholders' Relationship Committee – Chairperson
Number of Board meetings of the Company attended during financial year 2024-25	Mr. Amar Singh attended all the Board Meetings of the Company held during the financial year 2024-25.	Mrs. Asmita Singh attended all the Board Meetings of the Company held during the financial year 2024-25.	Mr. Vinay Lamba attended all the Board Meetings of the Company held during the financial year 2024-25.
Listed entities from which proposed appointee has resigned as Director in past 3 years	N.A.	N.A.	N.A.
No. of Shares held in the Company, including shareholding as a beneficial owner	23,25,460 fully paid-up equity shares of ₹ 10/- each.	1,67,600 fully paid-up equity shares of ₹ 10/- each.	15,84,800 fully paid-up equity shares of ₹ 10/- each.
Disclosure of inter-se relationship between Directors and Key Managerial Personnel	Mrs. Asmita Singh is related to Mr. Amar Singh.	Mr. Amar Singh is related to Mrs. Asmita Singh.	N.A.