

Date: March 11, 2025

Ref. No.: KDL/SE/139/2024-25

<b>To,</b> <b>BSE Limited</b> <b>Corporate Relationship Department</b> 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 <b>Scrip Code:</b> 543328	<b>To,</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400051 <b>NSE Symbol:</b> KRSNAA
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Dear Sir/Madam,

**Sub: Notice of Postal Ballot of Krsnaa Diagnostics Limited (“Company”).**

This is with reference to our letter no. KDL/SE/126/2024-25 and KDL/SE/129/2024-25 dated February 12, 2025, please find enclosed the Notice of Postal Ballot (**‘Notice’**) together with the Explanatory Statement dated February 12, 2025 to seek approval of the Shareholders of the Company for the following matters:

Type of Resolution	Resolution
Ordinary	Appointment of Mr. Yash Mutha (DIN: 07285523) as the Managing Director of the Company.

In compliance with the provisions of the General Circular No. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the shareholders whose e-mail ids are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, March 07, 2025 (**‘Cut-off date’**).

The Company has engaged the services of the National Securities Depository Limited (**‘NSDL’**) to provide a remote e-voting facility to its members. The remote e-voting period will commence on Thursday, March 13, 2025 from 9:00 Hrs. (IST) and ends on Friday, April 11, 2025 at 17:00 Hrs. (IST). The remote e-voting module shall be disabled by NSDL thereafter. The instructions for remote e-voting form part of the enclosed Notice.

The result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the Postal Ballot e-voting period.

The Notice is also being made available on the website of the Company at [www.krsnaadiagnostics.com](http://www.krsnaadiagnostics.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the above information on record.

Thanking you,  
Yours sincerely,

For **Krsnaa Diagnostics Limited**



**Sujoy Sudipta Bose**  
**Company Secretary & Compliance Officer**  
Encl: as above

**KRSNAA DIAGNOSTICS LIMITED**

**CIN:** L74900PN2010PLC138068

**Regd. Office:** S. No. 243/A, Hissa No. 6, CTS No. 4519, 4519/1, Near Chinchwad Station, Chinchwad, Pune 411019

**Tel.:** (Board) +91 20 2740 2400 **E-mail:** cs@krsnaa.in

**Website:** <https://krsnaadiagnostics.com>

**NOTICE OF POSTAL BALLOT**

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the ICSI and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) each as amended from time to time and pursuant to other applicable laws and regulations, resolutions as set out in this Postal Ballot Notice ("**Notice**"), is proposed to be passed by the Members of Krsnaa Diagnostics Limited ("**Company**") through postal ballot only by way of remote e-voting facility ("**remote e-Voting**").

The Board of Directors of the Company at their meeting held on February 12, 2025, appointed Mr. Dinesh Birla (FCS No.- 7658 and CP No.- 13029), as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. After completion of the scrutiny of e-voting, the Scrutinizer will submit his report to the Chairman/Company Secretary or any other authorized personnel of the Company who shall counter sign the same.

The Company has engaged the services of the National Securities Depository Limited ("**NSDL**"), an agency authorized by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period

Commencement of e-voting	09:00 Hrs. (IST) on Thursday, March 13, 2025
End of e-voting	17:00 Hrs. (IST) on Friday, April 11, 2025

The results of the Postal Ballot will be announced not later than 2 working days after the conclusion of the e-voting period. The said results would be displayed on the website of the Company at [www.krsnaadiagnostics.com](http://www.krsnaadiagnostics.com) and on the website of National Securities Depositories Limited ("**NSDL**") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be intimated to the National Stock Exchange of India Limited ("**NSE**") at [www.nseindia.com](http://www.nseindia.com) and BSE Limited ("**BSE**") at [www.bseindia.com](http://www.bseindia.com) where the shares of the Company are listed.

The proposed ordinary Resolution and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Notice. The Company seeks the approval of Members for the following item of business.

**SPECIAL BUSINESS:**

**APPOINTMENT OF MR. YASH MUTHA (DIN: 07285523) AS THE MANAGING DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to appoint Mr. Yash Mutha (DIN: 07285523) as the Managing Director of the Company, to hold office for a period of five year with effect from February 13, 2025 to February 12, 2030, on the terms and conditions of appointment including payment of remuneration with effect from February 13, 2025 as set out in the explanatory statement.

**RESOLVED FURTHER THAT** the Board and/or the Nomination and Remuneration Committee be authorized to revise the remuneration and benefits from time to time, in accordance with the applicable provisions of the Companies Act, 2013 read with rules made thereunder.

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or Group Chief Executive Officer and/or Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorized to file relevant forms with the Registrar of Companies and to do all the necessary things, actions, deeds, as may be required, to give effect to this resolution, including issuing certified true copy(ies) thereof.”

**Registered Office**

S. No. 243/A, Hissa No. 6, CTS No. 4519, 4519/1,  
Near Chinchwad Station, Chinchwad,  
Pune 411019 MH India.

By order of the Board of Directors  
For **Krsnaa Diagnostics Limited**

Sd/-  
Sujoy Sudipta Bose  
**Company Secretary and Compliance Officer**

**Date:** February 12, 2025

**Place:** Pune

**Notes:**

1. An Explanatory Statement pursuant to Sections 102(1) of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot notice, and the relevant details of the Director as required by Regulation 36(3) of the Listing Regulations and as required under SS-2, is annexed hereto.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, March 07, 2025 (“**Cut-off date**”)

Members may note that this Postal Ballot notice will also be available on the website of the Company at [www.krsnaadiagnostics.com](http://www.krsnaadiagnostics.com), website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

3. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on [cs@krsnaa.in](mailto:cs@krsnaa.in) for inspection of the said documents.

4. In case of any query and/or grievance, in respect of voting by electronic means through KFin Technologies Limited, Shareholders may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com/> or may contact to KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), or call KFinTech’s toll free No. +91 40 6716 2222 for any further clarifications.

5. Process and manner for voting through remote e-voting

i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.

ii. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, March 07, 2025 (“**cut-off date**”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Postal Ballot notice for information purpose only.

iii. Voting rights through e-voting cannot be exercised by a proxy.

iv. The remote e-voting period commences at 09:00 Hrs. (IST) on Thursday, March 13, 2025 and ends at 17:00 Hrs. (IST) on Friday, April 11, 2025. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).

v. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer’s Report of the total votes cast in favour or against, if any, and will submit his Report to the Chairman of the Company or any person authorized by him. The result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the Postal Ballot e-voting period.

The result shall be announced on the website of the BSE Limited and National Stock Exchange of India Limited, Stock Exchanges, where equity shares of the Company are listed. The results will also be disclosed on the Company's website at [www.krsnaadiagnostics.com](http://www.krsnaadiagnostics.com).

vi. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Friday, April 11, 2025.

vii. The details of the process and manner for remote e-voting are explained herein below

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on step 1 are mentioned below:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option.</li> </ol>

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, 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, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdineshbirla@gmail.com](mailto:csdineshbirla@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries and/or grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@krsnaa.in](mailto:cs@krsnaa.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@krsnaa.in](mailto:cs@krsnaa.in) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013.

## EXPLANATORY STATEMENT TO THE SPECIAL BUSINESS

### APPOINTMENT OF MR. YASH MUTHA (DIN: 07285523) AS THE MANAGING DIRECTOR OF THE COMPANY.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 12, 2025 appointed Mr. Yash Mutha as the Managing Director of the Company for a consecutive period of five (5) years with effect from February 13, 2025 to February 12, 2030 (both days inclusive), liable to retire by rotation.

As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through an ordinary resolution.

In accordance with the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Act read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, approval of the members is sought for appointment of Mr. Yash Mutha as the Managing Director of the Company with effect from February 13, 2025.

Additional information in respect of Mr. Yash Mutha pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), and his brief profile is given at Annexure to this Notice.

#### Terms and conditions:

- Basic Salary: INR 90,00,000/- (Rupees Ninety Lakhs only) per annum.
- Performance linked bonus: He will be paid performance linked bonus as may be decided by the Board of Directors or a Committee thereof from time to time, based on achievement on such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time.
- Provided that, the total remuneration including salary, perquisites, performance linked bonus shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.
- Perquisites:
  - Company's contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income-tax Act.
  - Gratuity at the rate as applicable under the relevant legislation, for each year of service.
  - Leave with full pay with encashment of un-availed leave being allowed as per the HR Policy of the Company from time to time.
  - Personal accident and medical insurance policy in accordance with the scheme applicable to senior employees.
  - Telephone and other communication facilities at Company's cost.

- Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide or as per the policy of the Company.
- In case of absence or inadequacy of profits in any financial year, the remuneration including perquisites will be paid to Mr. Mutha in accordance with the applicable provisions of Schedule V of the act, and subject to the approval of Central Government. However, in case of payment of remuneration to him as provided under Section II of Part II of Schedule V of the act, no approval of the Central Government shall be required subject to the compliances mentioned under the act.
- The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Managing Director will be under the overall authority of the Board of Directors.
- The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
- The Managing Director shall adhere to the Company's Code of Conduct for Directors and Management Personnel.

Except for Mr. Mutha being the appointee and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out in the Postal Ballot Notice.

The Board of Directors recommends the resolution for appointment of Mr. Yash Mutha as the Managing Director of the Company for approval of the Members by way of an Ordinary Resolution.

**ANNEXURE**

**“DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT BY REMOTE E-VOTING PROCESS  
(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings)**

Name of Director	Mr. Yash Mutha
DIN	07285523
Date of Birth	November 11, 1980
Age	44 Years
Date of first appointment on the Board	January 31, 2019
Qualification	Chartered Accountant
Brief Profile	Mr. Yash Mutha is a seasoned leader with over 20 years of extensive experience in strategy, operations, and overall business management, playing a pivotal role in driving the growth and transformation of our company. He holds a bachelor’s degree in commerce from the University of Pune and is a respected associate member of the Institute of Chartered Accountants of India. Additionally, Mr. Mutha has been qualified as a Certified Fraud Examiner, accredited by the Association of Certified Fraud Examiners, USA, and Certified Information Systems Auditor (CISA) certificate, accredited by the CISA Certification Committee, USA. Since joining the company in 2017, Mr. Mutha has been a driving force behind our strategic initiatives, overseeing key operational functions, and reinforcing our commitment to innovation and excellence. His leadership as Joint Managing Director has been instrumental in navigating the complexities of the healthcare diagnostics industry, enhancing corporate governance, and fostering sustainable business growth.
Nature of expertise in specific functional area/skills and capabilities	1. Strategy and Planning; 2. Business Operations and Management; 3. Financial Treasury management and taxation expertise; 4. Capital Market; 5. Governance Compliance and Risk Management 6. Technical Expertise;
Terms and conditions of appointment	Mr. Yash Mutha is appointed as Managing Director of the Company for a period of five years from February 13, 2025 till February 12, 2030, liable to retire by rotation. The detailed terms and conditions, including remuneration is provided as a part of the resolution and explanatory statement.
Directorships in other Listed Companies	None
Memberships of Committees in other Listed Companies	None
Number of meetings of Board attended during the financial year 2024-25 (up to the date of Postal Ballot Notice)	6 Meetings
Listed entities from which Yash Mutha has resigned as Director in past 3 years	Not applicable

No. of Shares held in the Company, including shareholding as a beneficial owner	2,15,155
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Mr. Yash Mutha is not related to any one of the Directors or Key Managerial Personnel of the Company as per applicable regulatory provisions.

**Registered Office**

S. No. 243/A, Hissa No. 6, CTS No. 4519, 4519/1,  
Near Chinchwad Station, Chinchwad,  
Pune 411019 MH India.

By order of the Board of Directors  
For **Krsnaa Diagnostics Limited**

Sd/-  
Sujoy Sudipta Bose  
Company Secretary and Compliance Officer

**Date:** February 12, 2025

**Place:** Pune