



KRSNAA DIAGNOSTICS LIMITED

(formerly known as Krsnaa Diagnostics Private Limited)

Corporate Identification Number (CIN): L74900PN2010PLC138068

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

Tel. No.: +91 20 29780210/11/12

E-mail: investors@krsnadiagnostics.com **Website:** www.krsnaadiagnostics.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12th ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF KRSNAA DIAGNOSTICS LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 27, 2022 AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Accounts

To receive, consider, approve and adopt:

- the Audited Financial Statements (Standalone) of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Financial Statements (Consolidated) of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Auditors thereon.

Item No. 2 – To declare Final Dividend

To declare Final Dividend of ₹ 2.50 (₹ Two and Fifty Paise only) per equity share of face value of ₹ 5 each, of the Company for the Financial Year ended March 31, 2022.

Item No. 3 – Re - appointment of Mr. Yash Mutha (DIN: 07285523)

To appoint a Director in place of Mr. Yash Mutha (DIN: 07285523), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 – Ratification of Remuneration payable to Cost Auditors for the Financial Year 2022-23

The Members are requested to consider and if thought fit, pass with or without modification(s), the following resolution as **Ordinary Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) / re-enactment(s) thereof, for the time being in force) and any

other applicable provisions / statutes as may be applicable from time to time, the shareholders hereby ratify the remuneration of ₹ 100,000/- (₹ One Lakh) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals payable to M/s Harshad S. Deshpande & Associates, Cost and Management Accountants, (Firm Registration No. 00378), appointed as Cost Auditors of the Company for conducting the cost audit of the accounts for the financial year ending March, 31, 2023.

RESOLVED FURTHER THAT the Board of Directors and / or Chief Financial Officer and / or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 5 – Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provision(s), if any, under the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company ₹ 147,15,76,922/- (₹ One Hundred Forty-Seven Crore Fifteen Lakhs Seventy-Six Thousand Nine Hundred Twenty-Two only) divided into

- 4,24,48,000 (Four Crore Twenty-Four Lakh Forty-Eight Thousand) Equity Shares of face value of ₹ 5/- (Rupees Five only) each,
- 40,61,914 (Forty Lakh Sixty-One Thousand Nine Hundred and Fourteen) Compulsory Convertible Cumulative Participating Preference Shares –Series A (CCPS–Series A) of face value of ₹ 123/- (Rupees One Hundred Twenty-Three Only) each, and
- 30,38,886 (Thirty Lakh Thirty-Eight Thousand Eight Hundred Eighty-Six) 0.0001% (zero point zero zero zero one percent) Compulsory Convertible

Cumulative Participating Preference Shares –Series C (CCPS – Series C) of face value of ₹ 250/- (Rupees Two Hundred Fifty Only) each.

be and is hereby reclassified to ₹ 147,15,76,922/- (Rupees One Hundred Forty-Seven Crore Fifteen Lakh Seventy-Six Thousand Nine Hundred Twenty-Two only) divided into 29,43,15,384 (Twenty-Nine Crore Forty-three Lakh Fifteen Thousand Three Hundred Eighty-Four) Equity Shares of face value of ₹ 5/- (Rupees Five Only) each and Unclassified Share Capital ₹ 2/- (Rupees Two only) after cancelling the existing unissued Preference Share Capital (i) 40,61,914 (Forty Lakh Sixty-One Thousand Nine Hundred and Fourteen) Compulsory Convertible Cumulative Participating Preference Shares –Series A (CCPS–Series A) of face value of ₹ 123/- (Rupees One Hundred Twenty-Three Only) each, and (ii) 30,38,886 (Thirty Lakh Thirty-Eight Thousand Eight Hundred Eighty-Six) 0.0001% (zero point zero zero zero one percent) Compulsory Convertible Cumulative Participating Preference Shares –SeriesC (CCPS – Series C) of face value of ₹ 250/- (Rupees Two Hundred Fifty Only) each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013, the existing Clauses V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

- V. the Authorized Share Capital of the Company is ₹ 147,15,76,922/- (Rupees One Hundred Forty-Seven Crore Fifteen Lakh Seventy-Six Thousand Nine Hundred Twenty-Two only) divided into –**
- **29,43,15,384 (Twenty-Nine Crore Forty-three Lakh Fifteen Thousand Three Hundred Eighty-Four) Equity Shares of face value of ₹ 5/- (Rupees Five Only) and.**
 - **Unclassified Share Capital ₹ 2/- (Rupees Two Only).**

The Company has the power from time to time to increase or reduce its capital and to divide the share in the capital

for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions subject to and in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT, any one of the Directors and / or Chief Financial Officer and / or Company Secretary of the Company, are hereby severally authorised to do all such acts deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company and things with respect to the above and sign, execute and deliver such deeds, documents, writings or paper as may be necessary or incidental to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any one of the Directors and / or Chief Financial Officer and / or Company Secretary of the Company, be forwarded to concerned authorities for necessary actions.”

By Order of the Board of Directors

Nikhil Deshpande
Company Secretary
(M. No. A28940)

Pune, August 04, 2022

Registered Office:

S. No. 243/A, Hissa No. 6, CTS No. 4519, 4519/1,
Near Chinchwad Station, Chinchwad,
Taluka - Haveli Pune MH 411019
CIN: L74900PN2010PLC138068

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 January 13, 2021, December 8, 2021, December 14, 2021 and 02/2022 dated May 5, 2022 respectively ("MCA Circulars"), allowed companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided inter-alia in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through VC/OAVM. The deemed venue of the meeting shall be deemed to be the Registered Office of the Company situated at S. No. 243/A, Hissa No. 6, CTS No. 4519, 4519/1, Near Chinchwad Station, Chinchwad, Taluka - Haveli Pune 411019 MH India.
2. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Friday, August 26, 2022. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.krsnaadiagnostics.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations") (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
5. Pursuant to aforesaid MCA Circulars, the facility for appointment of proxies by the Members will not be available. Since the AGM will be held through VC/OAVM, route map, proxy form and attendance slip are not annexed to the Notice.
6. The Explanatory Statement as required under Section 102 of the Act, is annexed hereto. Further, additional information, inter-alia, pursuant to Regulation 26(4) and 36 of the Listing Regulations, in respect of Director seeking re-appointment at the AGM, forms part of the Notice and/or Annual Report.

Dividend-related information

7. The Board of Directors has recommended a Final Dividend of ₹ 2.50 per equity share of ₹ 5.00 each for the Financial Year ended on March 31, 2022, that is proposed to be paid within a period of 30 days from the date of declaration, subject to approval of the shareholders at the 12th AGM.
8. The Company has fixed Friday, September 16, 2022 as the record date for determination of entitlement for payment of Final Dividend.
9. Pursuant to amendments in the Income Tax Act, 1961 ("IT Act") dividend income is taxable in the hands of the shareholders from April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members as per the rates prescribed in IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ("DP") or in case shares are held in physical form, with Company's Registrar and Transfer Agents viz., KFin Technologies Limited ("RTA").
10. Further, in order to receive dividend(s) in a seamless manner, Members who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), are requested to update your Electronic Bank Mandate through your DPs.
11. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate or otherwise, the Company shall dispatch the dividend

warrant/Bankers' cheque/demand draft or any other permitted instrument(s), to such Member, as soon as possible.

INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Saturday, September 24, 2022 at 9:00 A.M. (IST) and ends on Monday, September 26, 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, September 20, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid- up equity share capital of the Company as on the aforesaid cut-off date.

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

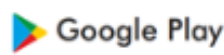
A) Login method for e-Voting for Individual shareholders holding securities in DEMAT mode

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https:// eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsd.com/ 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 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 or joining virtual meeting & voting during the meeting. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the 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 ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in DEMAT mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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
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 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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?

- 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.
- 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, 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.

- Your User ID details are given below:

Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical	
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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.co.in 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 and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
 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**
- 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 with a copy marked

to evoting@nsdl.co.in. 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.

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.nsd.com to reset the password.

In case of any queries, 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.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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 investors@krsnadiagnostics.com.
2. In case shares are held in DEMAT mode, please provide DPID-CLID (16 digit DPID + CLID or 16digit 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 investors@krsnadiagnostics.com. 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.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled commencement time of the Meeting and window for joining the Meeting shall be kept open throughout 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 first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Please note that Participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the AGM may register themselves as speaker by sending request from their registered E-mail ID, if any, mentioning their names, DP ID and Client ID/Folio Number, PAN and mobile number at investors@krsnadiagnostics.com between 9:00 a.m. (IST) on Saturday, 24th September, 2022 to 5:00 p.m. (IST) Monday, 26th September, 2022. Members who have registered themselves as a speaker as aforesaid, will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Members who do not wish to speak during the AGM but have queries, may send the same latest by Friday, 16th September, 2022, mentioning their names, DP ID and Client ID/Folio Number, email ID and mobile number at investors@krsnadiagnostics.com. The same will be replied suitably at the AGM or by email.
7. Members who need assistance before or during the AGM with use of technology, can send a request at evoting@nsdl.co.in or use a Toll-free No. (helpline): 1800 1020 990 or connect with Ms. Sarita Mote, NSDL.

8. Further instructions, if any, regarding this AGM and related matters, shall be available on the website of the Company, under Investors section.

Other Information

1. Mr. Dinesh Birla (FCS 7658), Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-Voting process and to conduct the same in a fair and transparent manner.
2. The Scrutinizer shall within the prescribed period from conclusion of the AGM, unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a consolidated Scrutinizer's Report for the votes cast during the AGM & votes cast through remote e-Voting and submit his report to the Chairman and/ or authorised person of the Company. The results will be announced on or before Thursday, September 29, 2022 i.e. within 48 hours from the conclusion of AGM. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the Secretarial auditor of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee, up to the date of AGM. Members seeking to inspect such documents may send a request on the email ID investors@krsnadiagnostics.com.
4. The results declared along with the Scrutinizer's report will be placed on the website of the Company i.e. <https://krsnaadiagnostics.com> under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of Bank and branch details, bank account number, MICR code, IFSC code etc.

Type of holder	Process to be followed
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.
	Form for availing investor services to register PAN, email address, bank details and other Form ISR-1 KYC details or changes/update thereof for securities held in physical mode
	Update of signature of securities holder Form ISR-2
	For nomination as provided in the Rule 19(1) of Companies (Share Capital and Form SH-13 Debenture) Rules, 2014
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of Nominee Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for Form ISR- 4 shares held in physical form
	Members may download all the forms from website of the Company or RTA i.e. https://krsnaadiagnostics.com or www.kfintech.com

- i. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- ii. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
6. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available at <https://krsnaadiagnostics.com>
7. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
8. Members are requested to address all correspondence, including dividend related matters, to (RTA):
- K V S Gopala Krishna
KFin Technologies Limited,
Unit: Krsnaa Diagnostics Limited,
Selenium Tower B, Plot 31-32, Financial District,
Nanakramguda Serilingampally
Mandal, Hyderabad 500 032, India
Tel: +91 40 6716 2222
Fax: +91 40 2342 0814
E-mail: einward.ris@kfintech.com
9. To support the Green initiatives taken by the MCA, Members are requested to register their email ID(s) (if not already done), so that all future communication/documents can be sent in electronic mode.
- Members holding shares in physical form and who have not registered their email ID(s) may get their email ID's registered with the RTA, by sending an email to einward.ris@kfintech.com. Members are requested to provide details such as name, folio number, certificate number, PAN, mobile number, and email ID and attach image of share certificate in PDF or JPEG format.
- In respect of DEMAT holdings, for registration of email-ID, the members are requested to register the same with the respective DP by following the procedure prescribed by their DP.

STATEMENT EXPLAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE ACT

Item No. 4 – Ratification of Remuneration payable to Cost Auditors for the Financial Year 2022-23

The Board of Directors of the Company at its meeting held on August 4, 2022, on recommendation by the Audit Committee, appointed M/s Harshad S. Deshpande & Associates (Firm Registration Number: 00378), Cost and Management Accountants, as the Cost Auditors for the Financial Year 2022-23 at a remuneration of ₹ 100,000/- (₹ One Lakh only) plus applicable taxes and out of pocket expenses.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditors is to be ratified by the shareholders of the Company.

The Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution contained in Item no. 4 of the accompanying notice for approval of the Shareholders as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this AGM Notice.

Item No. 5 – Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association.

The Board of Directors vide resolution passed in their meeting held on August 4, 2022, decided to alter the Capital clause of the Memorandum of Association of the Company, to re-classify (by cancelling the un-issued Preference Share capital) the Authorised Share Capital of the Company subject to approval of the shareholders of the Company.

The Present Authorised Share Capital of Krsnaa Diagnostics Limited ("the Company") is as under:

- (a) 4,24,48,000 (Four Crore Twenty-Four Lakh Forty-Eight Thousand) Equity Shares of face value of ₹ 5/- (Rupees Five only) each,
- (b) 40,61,914 (Forty Lakh Sixty-One Thousand Nine Hundred and Fourteen) Compulsory Convertible Cumulative Participating Preference Shares – Series A (CCPS–Series A) of face value of ₹ 123/- (Rupees One Hundred Twenty-Three Only) each, and
- (c) 30,38,886 (Thirty Lakh Thirty-Eight Thousand Eight Hundred Eighty-Six) 0.0001% (zero point zero zero zero one percent) Compulsory Convertible Cumulative Participating Preference Shares –Series C (CCPS – Series C) of face value of ₹ 250/- (Rupees Two Hundred Fifty Only) each.

Since the Company has already converted all the preference shares into Equity shares, it is deemed appropriate to re-classify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be altered in the manner specified in resolution at Item No. 5 of the accompanied notice.

The draft of the Memorandum of Association of the Company, after incorporating the proposed changes is available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the Meeting and will be kept open at the place of the Meeting during the continuation of the Meeting.

The Board therefore, submits the resolutions for your consideration and recommends it to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this AGM Notice.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS:

YASH PRITHVIRAJ MUTHA

Age	41 Years
Date of first appointment on the Board	January 31, 2019
Qualification	Chartered Accountant
Brief Profile	Yash Mutha is the Whole-time Director of our Company. He holds a bachelor's degree in commerce from the University of Pune and has been admitted to the Institute of Chartered Accountants of India as an associate member. He is also a certified fraud examiner and has been accredited by Association of Certified Fraud Examiners, USA and a Certified Information Systems Auditor ("CISA") accredited by the CISA Certification Committee, USA. He has been associated with our Company since October 17, 2018. He has over 12 years of experience in the field of audit and risk management. He is currently responsible for internal audit, risk review and development of business processes. Prior to joining our Company, he was associated with BSR & Co. LLP as assistant manager (audit), Deloitte as senior manager (audit), KPMG as a governance and risk compliance services manager and Credit Suisse Services (India) Private Limited as assistant vice president.
Nature of expertise in specific functional area/skills and capabilities	<ol style="list-style-type: none"> 1. Business Operations and Management; 2. Technical Expertise; 3. Business operations at Global Level including industry knowledge; 4. Strategy and Planning; 5. Financial Treasury management and taxation expertise; 6. Governance Compliance and Risk Management
Directorships in other Companies	NIL
Memberships of Committees in other Companies	NIL
Number of Board meetings of the Company attended during FY 2021-22	All the 9 (Nine) meetings held during the year.
Listed entities from which Yash Prithviraj Mutha has resigned as Director in past 3 years	Not applicable
No. of Shares held in the Company, including shareholding as a beneficial owner	570
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.