

Date: March 05, 2024

Ref. No.: KDL/SE/CI/15/2023-24

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

Sub: Notice of Postal Ballot of Krsnaa Diagnostics Limited ("the Company").

This is with reference to our letter no. KDL/SE/CI/02/2023-24 dated February 12, 2024, please find enclosed the Notice of Postal Ballot ('Notice') together with the Explanatory Statement dated February 12, 2024 to seek approval of the Shareholders of the Company for the following matters:

Sr. No.	Type of Resolution	Resolution
1	Ordinary	Change in designation of Mr. Yash Prithviraj Mutha (DIN: 07285523) as the Joint Managing Director and appointment as the Manager of the Company.
2	Ordinary	Change in designation of Ms. Pallavi Shantilal Bhatevara (DIN: 03600332) to Whole-time Director designated as Executive Director of the Company.

In compliance with the provisions of the General Circular No. 09/2023 dated 25th September 2023 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 01, 2024 ('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 07, 2024 from 9:00 a.m. (IST) and ends on Friday, April 05, 2024 at 5:00 p.m. (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 results of the Postal Ballot will be announced within two working days from the conclusion of the Postal Ballot e-voting.

The Notice is also being made available on the website of the Company at www.krsnaadiagnostics.com and on the website of NSDL at 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:** investors@krsnaa.in

Website: www.krsnaadiagnostics.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 dated 25th September, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out below is proposed to approve the Change in Designation of Mr. Yash Prithviraj Mutha (DIN: 07285523) ("Mr. Mutha") to the Joint Managing Director, and appoint Mr. Mutha as the Manager of the Company, and Change in Designation of Ms. Pallavi Shantilal Bhatevara (DIN: 03600332) ("Ms. Bhatevara") to Whole-time Director designated as Executive Director of the Company, through Postal Ballot by way of remote electronic voting ('remote e-voting') process only.

An Explanatory Statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), 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.

The Board of Directors of the Company have appointed Dinesh Birla (FCS No.- 7658 and CP No.- 13029), as a Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The remote e-voting period commences at 9:00 a.m. IST on Thursday, March 07, 2024 and ends at 5:00 p.m. IST on Friday, April 05, 2024.

Shareholders are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5:00 p.m. IST on Friday, April 05, 2024. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit his report to the Chairperson of the Company ("the Chairperson") or any other person authorized by the Chairperson, and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the Postal Ballot e-voting at the registered office of the Company. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot notice.

SPECIAL BUSINESS:

1. CHANGE IN DESIGNATION OF MR. YASH PRITHVIRAJ MUTHA (DIN: 07285523) AS THE JOINT MANAGING DIRECTOR AND APPOINTMENT AS THE MANAGER OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“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, the approval of the Members of the Company be and is hereby accorded to Change the Designation of Mr. Yash Prithviraj Mutha (DIN: 07285523) as the Joint Managing Director of the Company with effect from February 12, 2024 liable to retire by rotation, and to appoint of Mr. Yash Prithviraj Mutha (DIN: 07285523) as the Manager of the Company with effect from April 01, 2024 for the consecutive period of five (5) years, on such terms and conditions as set out in this resolutions and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted committee thereof, from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company 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.”

2. CHANGE IN DESIGNATION OF MS. PALLAVI SHANTILAL BHATEVARA (DIN: 03600332) TO WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“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, the approval of the Members of the Company be and is hereby accorded to change the designation of Ms. Pallavi Shantilal Bhatevara (DIN: 03600332) from Managing Director to Whole-time Director designated as Executive Director of the Company w.e.f. April 01, 2024, for the remaining period till April 25, 2026, liable to retire by rotation, on such terms and conditions as set out in this resolutions and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted committee thereof, from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company 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

Pune, February 12, 2024

Notes:

1. An Explanatory Statement pursuant to Sections 102 and 110 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 01, 2024.

Members may note that this Postal Ballot notice will also be available on the website of the Company at 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 and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at 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 investors@krsnaa.in for inspection of the said documents.

4. In case of any queries, you may contact the Company at investors@krsnaa.in or at its Registered Office, alternatively you may contact the Registrar and Share Transfer Agent, KFin Technologies Limited at inward.ris@kfintech.com or at the following address Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 Tel: +91 40 6716 2222 and Fax: +91 40 2342 0814.

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 01, 2024 ('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 9:00 a.m. IST on Thursday, March 07, 2024 and ends at 5:00 p.m. IST on Friday, April 05, 2024. 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 Chairperson of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced within two working days from the conclusion of the Postal Ballot e-voting.

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 and intimated through a Press Release in newspapers. The results will also be disclosed on the Company's website at www.krsnaadiagnostics.com and on the website of NSDL at www.evoting.nsdl.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., 5:00 p.m. IST on Friday, April 05, 2024.

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</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: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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

	<p>of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option.</p> <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 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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.com or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at 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 with a copy marked to 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 to reset the password.
3. 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.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Abhijeet Gunjal at 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 investors@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 investors@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 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

ITEM NO. 1

Pursuant to Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“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, the Nomination and Remuneration Committee and Board at its meeting held on February 12, 2024 respectively has given their consent to change the designation of Mr. Mutha to the Joint Managing Director and to appoint Mr. Mutha as the Manager of the Company for consecutive period of five (5) years with effect from April 01, 2024 to March 31, 2029 (both days inclusive) liable to retire by rotation.

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 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 Joint Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- 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.

It is proposed to seek the approval of members of the Company for the Change in Designation of Mr. Mutha to the Joint Managing Director and appointment as the Manager of the Company in terms of applicable provisions of the Act and rules made thereunder.

Except for Mr. Mutha, 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 at item No. 1 of the Postal Ballot Notice.

The Board recommends the Ordinary resolution set forth in this notice for the approval of Members.

A brief profile of Mr. Mutha is enclosed as an “Annexure”.

ITEM NO. 2

Pursuant to Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“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, the Nomination and remuneration Committee and Board at its meeting held on February 12, 2024 respectively has given their consent to change the designation of Ms. Bhatevara from Managing Director to Whole-time Director designated as Executive Director of the Company, liable to retire by rotation for the remaining period till April 25, 2026.

Terms and conditions:

- Basic Salary: INR 50,00,000/- (Rupees Fifty Lakhs only) per annum.
- Performance linked bonus: She will be entitled for 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 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 Whole-time Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- In case of absence or inadequacy of profits in any financial year, the remuneration including perquisites will be paid to Ms. Bhatevara 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 her 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.

It is proposed to seek the approval of members of the Company for the Change in Designation of Ms. Bhatevara to Whole-time Director designated as Executive Director of the Company in terms of applicable provisions of the Act and rules made thereunder.

Except for Ms. Bhatevara, 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 at item No. 2 of the Postal Ballot Notice.

The Board recommends the Ordinary resolution set forth in this notice for the approval of Members.

A brief profile of Ms. Bhatevara is enclosed as an “Annexure”.

ANNEXURE

“DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT

A. Brief profile of Mr. Yash Prithviraj Mutha (DIN: 07285523).

Age	43 Years
Date of first appointment on the Board	January 31, 2019
Qualification	Chartered Accountant
Brief Profile	Mr. 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 14 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	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
Number of Board meetings attended as on the date of Postal Ballot Notice.	Attended all seven (7) Board Meetings held during the year.
Chairperson/Membership of the Committee(s) of Board of Directors of the Company as on the date of Postal Ballot Notice.	a) Audit Committee -Member; b) Stakeholders' Relationship Committee -Member; c) Risk Management Committee -Member.
Memberships of Committees in other Companies	NIL
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	219855
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.

B. Brief profile of Ms. Pallavi Shantilal Bhatevara (DIN: 03600332).

Age	46 Years
Date of first appointment on the Board	January 29, 2013
Qualification	Higher Secondary
Brief Profile	Ms. Pallavi Bhatevara is the Managing Director of our Company. She has passed the higher secondary exams from the Maharashtra State Board of Secondary and Higher Secondary Education. She has been associated with our Company since January 29, 2013 and has 11 years of experience in the field of diagnostic services. She is currently responsible for expansion and growth of our Company and is involved in the tendering process and implementation and execution of projects.
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;
Directorships in other Companies	NIL
Number of Board meetings attended as on the date of Postal Ballot Notice.	Attended all seven (7) Board Meetings held during the year.
Chairperson/Membership of the Committee(s) of Board of Directors of the Company as on the date of Postal Ballot Notice.	Corporate Social Responsibility Committee- Member
Memberships of Committees in other Companies	NIL
Listed entities from which Pallavi Bhatevara has resigned as Director in past 3 years	Not applicable
No. of Shares held in the Company, including shareholding as a beneficial owner	3,00,806
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Mr. Pallavi Bhatevara 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.

Pune, February 12, 2024

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

Sd/-
Sujoy Sudipta Bose
Company Secretary and Compliance Officer