

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

Dear Member(s),

Notice is hereby given to the Members of Krsnaa Diagnostics Limited (**the "Company"**) for seeking consent by way of a **Special Resolution** in respect of the Special Business (as hereinafter explained).

The Resolution is being moved through Postal Ballot by way of remote e-voting in terms of the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read further with other relevant circulars, the latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other laws and regulations, as may be applicable, from time to time.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution, setting out material facts and reasons for the Resolution, is annexed to this Notice. The Members are requested to peruse the proposed Resolution, along with the Explanatory Statement, and thereafter record their assent or dissent (as the case may be) by means of remote e-voting facility provided by the Company.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"Listing Regulations"**) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The e-voting period commences from 09:00 Hrs. (IST) on Friday June 05, 2026 and ends at 17:00 Hrs. (IST) on Saturday July 04, 2026.

At its meeting held on April 17, 2026, the Board appointed Mr. Dinesh Birla (FCS No.- 7658 and CP No.- 13029) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

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 July 04, 2026. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit his report to the Chairman of the Company ("**the Chairman**") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within two (2) working days from the conclusion of the Postal Ballot e-voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.krsnaadiagnostics.com.

SPECIAL BUSINESS:

- 1. RE-APPOINTMENT OF MR. CHETAN DESAI (DIN: 03595319) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 149, 150, 152, 161 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Chetan Desai (DIN: 03595319), who was appointed as an Additional Director in the category of non-executive Independent Director and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) years effective from April 25, 2026 to April 24, 2031 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI LODR Regulations and other applicable provisions, if any, consent of the Members of the Company be and is hereby accorded by way of a Special Resolution for the continuation of directorship of Mr. Chetan Desai (DIN: 03595319) as an Independent Director of the Company, notwithstanding that he has achieved the age of seventy-five (75) years.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. APPOINTMENT OF MR. RAJU VENKATRAMAN (DIN: 00632071) AS AN INDEPENDENT DIRECTOR FOR A TERM OF TWO YEARS AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“the LODR Regulations”**) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Raju Venkatraman (DIN: 00632071), who was appointed as an Additional Director in the category of Non-executive Independent Director with effect from April 25, 2026, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 (two) years from April 25, 2026 till April 24, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. TO APPROVE THE APPOINTMENT OF MS. LILIAN JESSIE PAUL (DIN: 02864506) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“the LODR Regulations”**) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Lilian Jessie Paul (DIN: 02864506), who was appointed as an Additional Director in the category of Non-executive Independent Director with effect from April 25, 2026, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 (two) years from April 25, 2026 till April 24, 2028, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. APPROVAL FOR PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO INDEPENDENT DIRECTORS OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 197(3) and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and Regulation 17(6) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to all Independent Directors of the Company, in addition to the sitting fees payable for attending meetings of the Board and Committees thereof, for each financial year, commencing from the financial year 2026-27, provided that the total commission payable to all the Independent Directors of the Company shall not exceed 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, subject to an overall maximum cap of ₹50,00,000/- (Rupees Fifty Lakhs only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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, April 17, 2026

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act setting out material facts are appended below.

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 May 29, 2026.

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. In accordance with the MCA Circulars, printed copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on May 29, 2026 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on May 29, 2026, being the cut-off date fixed for the purpose.

5. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from June 05, 2026 to July 04, 2026 basis the request being sent on investors@krsnaa.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

6. 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 einward.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.

7. 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 May 29, 2026 ('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 June 05, 2026 and ends at 17:00 Hrs. (IST) on July 04, 2026. 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, prepare 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 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 results 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 on July 04, 2026, 17:00 Hrs. (IST).
- 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
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Individual Shareholders holding securities in demat mode with NSDL.

1. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.
2. 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.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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 (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.
5. 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: space-around; align-items: center;"> <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: space-around; align-items: center; 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 Myeasi 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 of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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 Myeasi Tab and then click on registration option. 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.

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.
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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.
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. 1800-21-09911

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.
 - 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.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 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 OF THE COMPANIES ACT, 2013.

EXPLANATORY STATEMENT TO THE SPECIAL BUSINESS

ITEM NO. 1

Mr. Chetan Desai (“Desai”) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”) by the Board, effective April 25, 2021, to hold office up to April 24, 2026. The members, at the Extra Ordinary General Meeting (EGM) held on April 25, 2021, had approved the same. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Desai fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Nomination and Remuneration Committee (“NRC”), after taking into account the performance evaluation of Mr. Desai during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The Board in its meeting held on April 17, 2026 appointed Mr. Desai as an additional director in the category of Non-executive Independent Director with effect from April 25, 2026. The NRC has considered his diverse skills, leadership capabilities, Corporate Governance, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Desai possesses the requisite skills and capabilities and the Board considers that the continued association of Mr. Desai would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director, hence, it is desirable to reappoint him as an Independent Director.

Based on the recommendation of the NRC, the Board recommended the reappointment of Mr. Desai as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective April 25, 2026, up to April 24, 2031 (both days inclusive).

The Company has received all statutory disclosures / declarations. The Company has also received a declaration from Mr. Desai confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority, as required under Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The resolution seeks the approval of members for the reappointment of Mr. Desai as an Independent Director of the Company, for a second term of 5 (five) years effective April 25, 2026 up to April 24, 2031, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in the additional information section of this Notice.

Shareholders are encouraged to review the complete background of Mr. Desai, including his qualifications, experience, and other directorships, as set out in the Annexure to this Notice.

No director, key managerial personnel (KMP) or their relatives except Mr. Desai, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board, based on the recommendation of the NRC, recommends the Special Resolution for approval of the Shareholders.

ITEM NO. 2

Pursuant to Section 161 of the Act, and other applicable provisions, the Board approved appointment of Mr. Raju Venkatraman (DIN: 00632071) (“Raju”) as an Additional Director in the category of Non-executive Independent Director of the Company for a term of 2 (two) years with effect from April 25, 2026, to April 24, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations. The Company has also received a declaration from Mr. Raju Venkatraman confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority, as required under Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mr. Raju.

In the opinion of the Board, Mr. Raju fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Raju’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment is justified due to the following reasons: –

- He possesses vast experience in entrepreneurship, healthcare diagnostics, information technology, business operations, strategic management and leadership across domestic and international markets.
- He has deep knowledge and expertise in healthcare services, technology-driven business operations, corporate strategy, governance, operational management, scaling businesses, digital transformation and leadership development.
- He is a seasoned serial entrepreneur with extensive experience in the diagnostics, healthcare, and IT/ITeS sectors, and has served in key leadership and board positions across various reputed organizations, companies, incubation centres, and industry bodies in India and internationally.

The resolution seeks the approval of members for the appointment of Mr. Raju as an Independent Director of the Company from April 25, 2026 to April 24, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Raju as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Raju, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board, based on the recommendation of the NRC, recommends the Special Resolution for approval of the Shareholders.

ITEM NO. 3

Pursuant to Section 161 of the Act, and other applicable provisions, the Board approved appointment of Ms. Lilian Jessie Paul (DIN: 02864506) ("Jessie") as an Additional Director in the category of Non-executive Independent Director of the Company for a term of 2 (two) years with effect from April 25, 2026, to April 24, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations. The Company has also received a declaration from Ms. Lilian Jessie Paul confirming that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority, as required under Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Ms. Jessie.

In the opinion of the Board, Ms. Jessie fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Ms. Jessie's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment is justified due to the following reasons: –

- She possesses extensive experience in board governance, audit and risk management, nomination and remuneration matters, corporate strategy, brand management and marketing leadership across diverse sectors including technology, financial services, consumer and HR services.
- She has deep knowledge and expertise in corporate governance, SEBI Listing Regulations, board effectiveness, marketing strategy, brand architecture, digital growth, customer lifecycle management, AI-driven business strategy and go-to-market execution.

- She has significant leadership experience across reputed organizations and industries including technology, fintech, insurance, FMCG, hospitality and professional services, and is widely recognized for her contributions in branding, corporate strategy and thought leadership.

The resolution seeks the approval of members for the appointment of Ms. Jessie as an Independent Director of the Company from April 25, 2026 to April 24, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Ms. Jessie as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Ms. Jessie, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board, based on the recommendation of the NRC, recommends the Special Resolution for approval of the Shareholders.

ITEM NO. 4

The Company recognises the significant contribution made by its Independent Directors in providing strategic guidance, maintaining corporate governance standards and safeguarding the interests of all stakeholders.

In terms of the provisions of Section 197(3) of the Companies Act, 2013 read with Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a company may pay remuneration to its Independent Directors by way of commission, subject to approval of the shareholders.

Considering the increased responsibilities, time commitment and the role played by the Independent Directors in the governance of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings have recommended payment of commission to the Independent Directors of the Company, in addition to sitting fees, within the overall limit of 1% of the net profits of the Company calculated in accordance with Section 198 of the Act.

The commission shall be distributed among the Independent Directors in such proportion and manner as may be determined by the Board of Directors, based on various factors including attendance at meetings, contribution to Board/Committee discussions, and overall engagement, **subject to an overall maximum cap of ₹50,00,000/- (Rupees Fifty Lakhs only).**

Accordingly, the Board, based on the recommendation of the NRC, recommends the Special Resolution for approval of the Shareholders

None of the Directors or Key Managerial Personnel of the Company or their relatives, except the Independent Directors to whom the commission may be paid, are concerned or interested, financially or otherwise, in the resolution.

ANNEXURE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT THROUGH POSTAL BALLOT

(Pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of Director	Mr. Chetan Desai
Category	Non-Executive Independent Director
DIN	03595319
Age	75 Years
Date of Birth	January 14, 1951
Date of first appointment on the Board	April 25, 2021
Qualification	Chartered Accountant
Brief Profile	Mr. Chetan Rameshchandra Desai possesses relevant skills and expertise, having widespread experience of about 50 years, in the areas of corporate governance, regulatory compliance, corporate laws, accounting, auditing and related areas. He was associated with M/s. Haribhakti & Co. LLP (“HCO”), Chartered Accountants, Mumbai, a leading accounting & strategic consulting firm in India for over 39 years and for several years had headed the audit and assurance practice of HCO. In his professional career of 50 years, he has dealt with various multinationals, public sector enterprises, and large corporates across multiple sectors. The Company would immensely benefit from his vast knowledge and experience.
Nature of expertise in specific functional area/skills and capabilities	<ul style="list-style-type: none"> • Business operations at Management level including industry knowledge; • Strategy and planning; • Financial treasury management and taxation expertise; • Governance Compliance and Risk Management
Terms and Conditions of Re-appointment	Re-appointment as an Independent Director for a period of 5 consecutive years commencing from April 25, 2026, up to April 24, 2031 (both days inclusive)
Details of Remuneration last drawn (FY 2025-26)	Mr. Desai received remuneration by way of Sitting fees of amounting to ₹11,00,000/- during FY 2025-26.
Details of remuneration sought to be paid	Commission and/or Sitting Fees, if any, as approved by the Board of Directors within the limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.
Memberships of Committees in other Listed Companies	1. Delta Corp Limited Chairman- Audit Committee 2. Sula Vineyards Limited Chairman- Audit Committee, CSR Committee and Nomination and Remuneration Committee Member- Risk Management Committee
Listed entities from which Mr. Desai has resigned as Director in past 3 years	Reliance Financial Limited and Reliance Securities Limited- Debt Listed Companies.

Number of Board meetings attended as on the date of Postal Ballot Notice.	FY 2025-26 (till the date of this Postal Ballot Notice): 100% (7 meetings held)
Chairperson/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Postal Ballot Notice.	a) Audit Committee- Chairperson b) Nomination and Remuneration Committee- Member;
No. of Shares held in the Company	NIL
Inter-se relationship with other Director and Key Managerial Personnel	None
No. of Shares held: (a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Name of Director	Mr. Raju Venkatraman
Category	Non-Executive Independent Director
DIN	00632071
Age	67 Years
Date of Birth	August 21, 1958
Date of first appointment on the Board	April 25, 2026 as additional independent director
Qualification	Graduate from the Indian Institute of Technology (IIT) Madras
Brief Profile	<p>Mr. Raju Venkatraman is a seasoned serial entrepreneur with extensive experience in the diagnostics, healthcare, and IT/ITeS sectors. He is the Founder and former Chairman and Managing Director of Medall Healthcare Private Limited, which emerged as a leading diagnostics service provider under his leadership.</p> <p>He has held senior leadership roles, including at Firstsource Solutions Limited, and has been instrumental in driving business growth and operational excellence across global markets. He also serves on the boards of various organizations and is an alumnus of the Indian Institute of Technology (IIT) Madras.</p>
Nature of expertise in specific functional area/skills and capabilities	Extensive expertise in entrepreneurship, strategic leadership, and scaling businesses in the diagnostics, healthcare, and IT/ITeS sectors. Strong capabilities in business expansion, operational management, corporate strategy, and driving innovation, along with significant experience in board governance and global business operations.
Terms and Conditions of appointment	Appointment as an Independent Director for a period of 2 consecutive years commencing from April 25, 2026, up to April 24, 2028 (both days inclusive)
Details of Remuneration last drawn (FY 2025-26)	Not Applicable
Details of remuneration sought to be paid	Commission and/or Sitting Fees, if any, as approved by the Board of Directors within the limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.
Directorships in other Listed Companies	NIL
Memberships of Committees in other Listed Companies	NIL
Listed entities from which Mr. Venkatraman has resigned as Director in past 3 years	NIL
Number of Board meetings attended as on the date of Postal Ballot Notice.	Not Applicable
Chairperson/Membership of the Committee(s) of the Board of	Not Applicable

Directors of the Company as on the date of Postal Ballot Notice.	
Inter-se relationship with other Director and Key Managerial Personnel	None
No. of Shares held: (a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Name of Director	Ms. Lilian Jessie Paul
Category	Non-Executive Independent Director
DIN	02864506
Age	56 years
Date of Birth	May 02, 1970
Date of first appointment on the Board	April 25, 2026 as additional independent director
Qualification	MBA, Marketing from Indian Institute of Management Calcutta (IIM Calcutta) B.E. Computer Science from NIT Trichy
Brief Profile	<p>Ms. Jessie Paul is an experienced Independent Director and marketing strategist with over 25 years of expertise in marketing, brand building, and corporate strategy. She has held leadership roles at leading technology companies and currently serves on the boards of PB Fintech (PolicyBazaar), CreditAccess Grameen, Bajaj Consumer Care, and CIEL HR Services Limited.</p> <p>She brings strong capabilities in governance, digital transformation, and consumer insight, and is the founder of Paul Writer.</p>
Nature of expertise in specific functional area/skills and capabilities	Expertise in marketing strategy, brand development, and corporate strategy, with strong capabilities in digital transformation and consumer insights. Experienced in board governance, including audit, risk, and nomination functions, and well-versed in regulatory frameworks, with cross-sector exposure spanning financial services, consumer, and technology domains.
Terms and Conditions of appointment	Appointment as an Independent Director for a period of 2 consecutive years commencing from April 25, 2026, up to April 24, 2028 (both days inclusive)
Details of Remuneration last drawn (FY 2025-26)	Not Applicable
Details of remuneration sought to be paid	Commission and/or Sitting Fees, if any, as approved by the Board of Directors within the limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.
Directorships in other Listed Companies	<ol style="list-style-type: none"> 1. Bajaj Consumer Care Limited; 2. Credit access Grameen Limited; 3. PB fintech limited;
Memberships of Committees in other Listed Companies	<ol style="list-style-type: none"> 1. Bajaj Consumer Care Limited <ul style="list-style-type: none"> - Member of Audit Committee, Risk management & ESG Committee and Nomination and Remuneration Committee 2. Credit Access Grameen Limited <ul style="list-style-type: none"> - Chairperson of Stakeholders Relationship Committee and Nomination and Remuneration Committee - Member of CSR and ESG Committee and Audit Committee 3. PB Fintech limited

	- Member of Stakeholders Relation Committee and CSR Committee
Listed entities from which Ms. Paul has resigned as Director in past 3 years	Expleo Solutions Limited
Number of Board meetings attended as on the date of Postal Ballot Notice.	Not Applicable
Chairperson/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Postal Ballot Notice.	Not Applicable
Inter-se relationship with other Director and Key Managerial Personnel	None
No. of Shares held: (a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Registered Office

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

Pune, April 17, 2026

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

Sd/-
Sujoy Sudipta Bose
Company Secretary and Compliance Officer