

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and 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 (“the Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 08 April, 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020, General Circular No. 10/2021 dated 23 June 2021, General Circular No. 20/2021 dated 08 December 2021, General Circular No. 3/2022 dated 05 May 2022, General Circular No. 11/2022 dated 28 December 2022 and General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCACirculars”), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) that the resolution appended below is proposed to be passed by the Members of Suraksha Diagnostic Limited (“the Company”), by way of Postal Ballot, only through remote e- voting process.

The Notice of Postal Ballot dated Friday, 20 December, 2024 (“Postal Ballot Notice”) is being sent only through electronic mode to those members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 03 January 2025 and who have registered their e-mail address(es) with the Company / Registrar / Depositories, as permitted by the MCA Circulars. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. The process for registration of email address by the members who have not yet registered their email address or wish to update their email address is provided in this Postal Ballot Notice. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the item of special business and the reasons thereof is annexed and forms part of this Postal Ballot Notice.

The Postal Ballot Notice is also available on the website of the Company at www.surakshanet.com.

The Board of Directors of the Company have appointed CS. Mannish L. Ghia, partner of M/s Manish Ghia & Associates, Company Secretaries, (Unique ID: P2006MH007100; Peer Review: 822/2020), a

Suraksha Diagnostic Limited

(Formerly known as Suraksha Diagnostic Private Limited)

CIN: U85110WB2005PLC102265

Reg Office: 12/1, Premises No. 02-0327, DG Block, Action Area 1D, New Town,
Kolkata-700 156, West Bengal, India

E-mail: investors@surakshanet.com | **Website:** www.surakshanet.com

Phone:(033) 6605 9750

Practising Company Secretary firm in Mumbai as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of KFin Technologies Limited (RTA), for the purpose of providing remote e-voting facility to all its Members. The remote e-voting period shall commence on Friday, 10 January 2025 at 9:00 A.M. (IST) and ends on Saturday, 08 February 2025 at 5:00 P.M. (IST). Members, whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 03 January, 2025 are requested to carefully read the instructions for remote e-voting indicated in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) on the proposed resolution only through remote e-voting facility provided by the RTA not later than 5:00 P.M. (IST) on Saturday, 08 February 2025. The remote e-voting module shall be disabled by the RTA for voting thereafter. The voting rights of members shall be in proportion to their shares in the paid-up ordinary share capital of the Company as on the cut-off date i.e. Friday, 03 January 2025 .

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorised by the Chairman. The results of the Postal Ballot shall be announced on or before Tuesday, 11 February 2025 (within 2 (two) working days of end of voting). The Company shall simultaneously forward the results to BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, where the shares of the Company are listed. The said results along with the Scrutinizer's Report shall be placed on the Company's website www.surakshanet.com and on the website of the RTA www.KfinTech.com. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, 08 February 2025.

Special Business:

1. RATIFICATION OF 'SURAKSHA EMPLOYEE STOCK OPTION SCHEME 2024' (ESOP 2024/ SCHEME):

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules made there under, Regulation 12 and all other applicable provisions, if any, of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Suraksha Diagnostic Limited ("Company") and further subject to such other approvals, consents, permissions

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and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, '**Suraksha Employee Stock Option Scheme 2024' (ESOP 2024/ Scheme)** as amended and approved by the Members of the Company on 20th July, 2024, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, be and is hereby ratified within the meaning of the Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations, being authorised to create, offer, issue, reissue, grant and allot employee stock options ("ESOPs") to the eligible employees on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other applicable laws and to issue fresh options or to reissue options that may have lapsed / cancelled / surrendered already granted under the ESOP 2024 at any time prior to the initial public offer of the Company.

RESOLVED FURTHER THAT the consent be and is hereby accorded to the Board to create, offer, grant, issue, reissue and allot not exceeding **5,00,000 (Five Lakhs)** employee stock options ("Options") under ESOP 2024, subject to their eligibility as may be determined under the Scheme, exercisable into not more than **5,00,000 (Five Lakhs)** fully paid up equity shares of face value of **₹ 2/- (Rupees Two)** each, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations, to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2024 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

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RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring into effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme, which are not material, from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and any acts previously done by them in this regard be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

For Suraksha Diagnostic Limited

Mamta Jain

Company Secretary and Compliance Officer
Mem No. ACS 25654

Place: Kolkata

Date: 20th December, 2024

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NOTES:

1. The explanatory statement pursuant to provisions of Section 102 read with Section 110 of the Act stating all material facts and the reasons/rationale for the proposal is annexed herewith and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on cut-off date i.e. Friday, 03 January 2025, received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically through KFin Technologies Limited (RTA). The instructions for e-voting are provided as part of this Postal Ballot Notice.
4. This Postal Ballot Notice will also be available on the Company's website at www.surakshanet.com website 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 KfinTech at <https://evoting.KfinTech.com>.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Friday, 03 January, 2025 maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the cut-off date i.e. Friday, 03 January 2025 should treat this Postal Ballot Notice for information purpose only.
7. The remote e-voting period shall commence on Friday, 10 January 2025 at 9:00 A.M. (IST) and ends on Saturday, 08 February 2025 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KfinTech upon expiry of the aforesaid period.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Saturday, 08 February 2025.

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9. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Bengali newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and also be published on the Company's website at www.surakshanet.com.
10. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date i.e. Friday, 03 January 2025.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investors@surakshanet.com or on einward.ris@KfinTech.com.

12. Procedure for E-voting:

(i) E-voting Facility :

- a. The Company is providing e-voting facility of KfinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- b. The remote e-voting period shall commence on Friday, 10 January 2025 at 9:00 A.M. (IST) and ends on Saturday, 08 February 2025 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KfinTech upon expiry of the aforesaid period.
- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.





(ii) Information And Instructions Relating To E-Voting :

- a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per the SEBI Master Circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below :

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

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

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on Company name or e-voting service provider i.e. KfinTech. v. Members will be re-directed to KfinTech’s website for casting their vote during the remote e-voting period.
	<p>B. Users not registered under IDeAS e-Services:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Point No. A above to cast your vote.
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> i. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. ii. 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. iii. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. v. Click on company or e-voting service provider name i.e. KfinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period. vi. Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;"><small>NSDL Mobile App is available on</small></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

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Individual Members holding equity shares in demat mode with CDSL	<p>A. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com ii. Click on New System Myeasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KfinTech e-voting portal and will be redirected to the e-voting page of KfinTech to cast their vote without any further authentication.
	<p>B. Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> i. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, or select KfinTech. v. Members will be re-directed to the e-voting page of KfinTech to cast their vote without any further authentication.
Individual Members (holding equity shares in demat mode) logging through their depository participants	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Company’s name or KfinTech. v. Members will be redirected to e-voting website of KfinTech for casting their vote during the remote e-voting period without any further authentication.

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

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33.

(b) Login method for remote e-voting for Members other than Individual's holding shares in demat mode and Members holding equity shares in physical mode.

(I) Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KfinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: [https:// evoting.KfinTech.com/](https://evoting.KfinTech.com/)
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KfinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., "Suraksha Diagnostic Limited" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Friday, 03 January 2025, under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date i.e. Friday, 03 January 2025. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

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- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(II) Members whose email IDs are not registered with the Company/Depository Participants and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may get their email address and mobile number submitted with KfinTech by following the below steps:

Through electronic mode with e-sign by following the link:
<https://ris.KfinTech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.KfinTech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to inward.ris@KfinTech.com / investors@surakshanet.com.
- iii. Alternatively, Members may send an e-mail request at the email id inward.ris@KfinTech.com / investors@surakshanet.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- v. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.KfinTech.com> or call KFin Technologies Limited on 1800 309 4001 (toll free).

12. Contact details for addressing e-voting grievances:

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Suraksha

Clinic & Diagnostics

Mr. Ganesh Chandra Patro, Assistant Vice President, M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana
Phone No.: + 91 40 67161630 Toll-free No.: 1800-309-4001 E-mail: einward.ris@KfinTech.com; investors@surakshanet.com.

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Reg Office: 12/1, Premises No. 02-0327, DG Block, Action Area 1D, New Town, Kolkata-700 156, West Bengal, India

E-mail: investors@surakshanet.com | **Website:** www.surakshanet.com

Phone:(033) 6605 9750

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

Item no. 1:

‘Suraksha Employee Stock Option Scheme 2024’ (“ESOP 2024”/ “Scheme”) was approved and adopted by the Board on Friday, 19 July 2024 and Shareholders on Saturday, 20 July 2024 by way of special resolution, to reward the employees for their association, retention, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract, retain and motivate the key talents by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability. The Company views Options as a long-term incentive tool that would enable the Employees to not only become co-owners, but also to create wealth out of such ownership in future. The Scheme shall continue to be in force until (i) its termination by the shareholders as per provisions of Applicable Laws or in accordance with this Scheme, or (ii) the date on which all of the Options available for issuance under the Scheme have been issued and exercised, whichever is earlier.

The Nomination and Remuneration Committee shall administer the ESOP 2024 in accordance with the applicable laws.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), no Company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

Considering that, the Company came out with Initial Public Offering of its Equity shares by way of Offer for Sale and the equity shares are listed at BSE Limited and the National Stock Exchange of India Limited with effect from Friday, 06 December 2024, the Company’s ESOP 2024 is required to be ratified and the approval of the Members is being sought for ratification of the ESOP 2024 and the issue of employee stock Options (“ESOPs”) to the eligible employees as may be determined by the Nomination and Remuneration Committee in accordance with the ESOP 2024.

The Board of Directors (“Board”) of the Company at its meeting held on Friday, 20 December 2024 approved and recommended to the shareholders of the Company, ratification of the ESOP 2024 and the grant of options to the eligible employees of the Company.

The proposed Scheme is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI (SBEB & SE) Regulations read with circulars, if any, issued thereunder to the extent applicable and the particulars are provided as under:

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014:

a) Brief description of the ‘Suraksha Employee Stock Option Scheme 2024’ (“ESOP 2024”/ “Scheme”):

The Scheme provides for grant of employee stock options (“Options”) to the permanent employees including directors (collectively referred to as “employees”) of the Company, as may be permissible under the Companies Act and the SBEB Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee of the Company shall administer the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee as per terms of the Scheme and applicable laws.

b) Total number of Options to be granted:

A total of **5,00,000 (Five Lakhs)** Options would be available for being granted to the eligible employees of the Company under the Scheme. Each Option when exercised would be converted into one equity share of face value of **₹ 2/- (Rupees Two Only)** each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed / cancelled Options as per the Scheme.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

Details of grants, exercises and lapsing options prior to its IPO are as follows:

Options Granted	2,08,164
Options Lapsed/ Expired	0
Options Exercised	0

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c) **Identification of classes of employees entitled to participate in the Scheme:**

Post listing of equity shares of the Company on a recognized stock exchange (BSE Limited and National Stock Exchange of India Limited):

“Employee” shall mean -

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an independent director; or
- (iii) an employee as defined in sub clause (i) or (ii), of a Subsidiary in India or outside India, but does not include-
 - a. an employee who is a Promoter or a person belonging to the Promoter Group; or
 - b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) **Appraisal process for determining the eligibility of the employees to employee stock options:**

The Options shall be granted to the employees as per eligibility criteria determined by the Committee as it deems fit, from time to time, which may include designation period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

e) **Requirements of vesting and period of vesting:**

The Options granted shall vest so long as the employee continues to be in the employment or service on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of Options granted shall vest in not earlier than **1 (one)** year and not more than **4 (four)** years from the date of grant of such Options. The exact proportion in which and the exact period over which the Options would vest would be determined by the Committee at the time of grant, subject to the minimum vesting period of one year from the date of grant of Options.

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f) **The maximum period within which the Options shall be vested:**

The Options granted shall vest in not more than **4 (Four)** years from the date of grant of such Options.

g) **The exercise price or pricing formula:**

The exercise price per Option shall be determined by the Committee which in any case shall not be less than the face value of the share of the Company as on date of grant.

h) **The exercise period and the process of exercise:**

a) **Exercise while in employment/ service:**

The Exercise Period in respect of a Vested Option shall be subject to a maximum period of **4 (Four) years** commencing from the date of completion of Vesting Period. The specific Exercise Period shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.

The Option Grantees can exercise all or part of the Vested Options within the Exercise Period.

b) **Exercise Period in case of separation from employment/ service:**

The Options shall have treatment as under:

S. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of notice of resignation / termination shall be exercisable by the Option Grantee on the last working day subject to the Exercise Period specified in the Grant Letter.	All the Unvested Options as on date of notice of resignation/ termination shall lapse and stand cancelled with effect from date such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of issuing notice of such termination shall stand cancelled with effect from the date of issuing notice of such termination.	All the Unvested Options at the time of issuing notice of such termination shall lapse and stand cancelled with effect from the date of issuing notice of such termination.

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S. No.	Events of Separation	Vested Options	Unvested Options
3	Retirement	All the Vested Options as on date of Retirement shall be exercisable by the Option Grantee within 6 (Six) months from the date of Retirement.	All the Unvested Options shall continue to vest as per Vesting schedule as originally prescribed even after date of Retirement and shall be exercisable within 6 (Six) months from the date of such Vesting.
4	Death	All the Vested Options as on date Death can be exercised by the Option Grantee's nominee or legal heirs within an Exercise Period of 12 (Twelve) months from the date of Death.	All the Unvested Options as on date Death shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
5	Permanent Incapacity	All the Vested Options as on date of incurring of such incapacity can be exercised within an Exercise Period of 12 (Twelve) months from the date of incurring such incapacity.	All the Unvested Options as on date incurring such incapacity shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
7	Other reasons apart from those mentioned above	The Committee shall decide whether the Vested Options which are not exercised as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All the Unvested Options as on the date of separation shall lapse and stand cancelled with effect from such date unless otherwise required under Applicable Laws.

c) The Options shall be deemed to be exercised when an Option Grantee makes an application in writing to the Company or by any other means as decided by the Committee, for obtaining of Shares against the Options vested in him, subject to payment of Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise and upon subsequent allotment of Shares pursuant to such application.

d) The Options not exercised within the prescribed Exercise Period shall lapse and the Option Grantee shall have no right over such lapsed or cancelled Options, which shall immediately get added back to the Options pool.

i) **Lock-in period:**

The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws specifically in connection with or after listing of company's shares.

j) **Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options that may be granted, under one or multiple Grants, to an Employee shall vary depending upon the eligibility criteria such as tenure, designation and the appraisal, ratings; however, shall be lesser 2,50,000 (Two Lakh Fifty Thousand) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. However, the Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to an Employee within this ceiling.

Provided that if the number of Options that may be offered to eligible Employees in aggregate, during any one year, is equal to or more than 1% (one percent) of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of Grant of Options, then the Company shall take prior approval from shareholders of the Company by way of a special resolution and as a consequence the provisions of this clause shall stand amended.

k) **Maximum quantum of benefits to be provided per Employee:**

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.

l) **Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**

The Scheme shall be implemented and administered directly by the Company through the Board of directors (including Nomination and Remuneration Committee) of the Company. However, the Company may seek shareholders' approval in case of change of route of implementation is thought expedient in future.

m) **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Scheme contemplates new issue of shares by the Company (without trust route).

n) **The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:**

Not Applicable

o) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):**

This is not relevant under the Scheme as the Scheme contemplates to use fresh shares to be issued by the Company (without trust route).

p) **Method of option valuation:**

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as per prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

q) **Statement with regard to disclosure in Director's Report:**

As the Company is adopting fair value method for valuation of the employee stock options, there is currently no requirement for disclosures in director's report. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the director's report.

r) **The conditions under which Options vested in employees may lapse:**

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse, which shall immediately get added back to the Options pool.

s) **The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of resignation / termination without misconduct, all vested Options can be exercised by the employee on the last working day, or by the date of expiry of exercise period as specified in the grant letter, whichever is earlier. In case of retirement of an employee, all vested Options as on the date of retirement can be exercised by the Option grantee within 6 (Six) months from the date of Retirement which shall not exceed the maximum exercise period stated above.

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t) **Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:**

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

u) **Statement to the effect that the Company shall confirm to the accounting policies prescribed in Regulation 15 :**

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations).

v) **Certificate of Auditors**

The Board of Directors shall, at each Annual General Meeting, place before the Shareholders of the Company, a certificate from the Secretarial Auditors of the Company, certifying that this ESOP 2024 has been implemented in accordance with the SEBI (SBEB & SE) Regulations.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2024. The Board therefore recommends passing of the resolution as set out under Item No. 1 of this Notice for approval of the Members as Special Resolution.

For **Suraksha Diagnostic Limited**

Mamta Jain

Company Secretary and Compliance Officer

Mem No. ACS 25654

Place: Kolkata

Date: 20 December 2024

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