



November 04, 2025

To
The Listing Department,
National Stock Exchange of India Limited
NSE Symbol: **VIJAYA**

To
The Corporate Relations Department,
BSE Limited
BSE Scrip Code: **543350**

Dear Sir/Madam,

Subject: Outcome of the Board Meeting held on Tuesday, November 04, 2025

Ref: Regulation 33 read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

We hereby inform you that, the Board of Directors at their meeting held today i.e., on **Tuesday, November 04, 2025**, has inter-alia considered and noted/approved the following matters: -

1. The Unaudited Standalone and Consolidated Financial Results of the Company for the second quarter and half year ended September 30, 2025.
2. The receipt of the certified true copy of the order dated 13th October 2025 passed by Hon'ble National Company Law Tribunal, Hyderabad Bench, Hyderabad ("NCLT") sanctioning the scheme of Amalgamation ("Scheme") of Medinova Diagnostic Services Limited ("Transferor Company") with and into Vijaya Diagnostic Centre Limited ("Transferee Company") and its shareholders and creditors.
3. **Effective Date:** - The effective date of the Scheme is **Tuesday, 04th November 2025**, being the date on which the certified true copy of the order passed by NCLT sanctioning the Scheme is filed by both the Transferor and Transferee companies with the Registrar of Companies, Hyderabad ("ROC").

Pursuant to the effectiveness of the Scheme on today i.e., Tuesday, 04th November 2025, Medinova Diagnostic Services Limited shall stand automatically dissolved without winding-up and the offices of Directors, Key Managerial Personnel and Statutory Auditors of Medinova Diagnostic Services Limited will stand vacated with effect from 04th November 2025.

4. **Appointed Date:** - The appointed date as per the Scheme is 01st April 2024.



5. **Share Exchange Ratio:** - The share exchange ratio as per the Scheme is as follows:

“For every 22 (Twenty-Two) equity shares of face value of INR 10 (INR Ten only) each fully paid held in the Transferor Company as on the Record Date, the equity shareholders of the Transferor Company shall be issued 1 (One) equity share of face value of INR 1 (INR One only) each fully paid in the Transferee Company.”

6. **Record Date:** - In consultation with the Transferor Company the record date for determining the shareholders of the Transferor Company to whom the shares in Transferee Company would be issued under the Scheme is **Tuesday, 25th November 2025.**

7. **Amendment to Memorandum of Association:**

Pursuant to the effectiveness of the Scheme, the Authorised Share Capital of the Company stands increased to INR 230,500,000 (INR Twenty-Three Crore and Five Lakhs only) divided into 230,500,000 (Twenty-Three Crore and Five Lakhs) Equity Shares of face value of INR 1 (INR One) each. Subsequent to the reclassification and enhancement of the authorised share capital of the Transferee Company the authorised share capital clause of the Memorandum (Clause V) of the Transferee Company shall stand modified and read as follows:

“The Authorised Share Capital of the Company is INR 230,500,000 (Indian Rupees Twenty Three Crore and Five Lakhs only) divided into 230,500,000 (Twenty Three Crore and Five Lakhs) Equity Shares of face value INR 1 (Indian Rupees One only) amounting to INR 230,500,000 (Indian Rupees Twenty Three Crore and Five Lakhs only) with a power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013 and to classify or reclassify the Share Capital.”

8. **Cancellation of Share/Investment in Medinova Diagnostic Services Limited (Transferor Company):**

Pursuant to the effectiveness of the Scheme, all the Equity shares, held by the Transferee Company and its nominees, if any, in the Transferor Company, shall be cancelled and extinguished.

Accordingly, the Board of Directors of the Company took note on record the cancellation of investment of 62,02,220 equity shares of face value of INR 10/- each



(Indian Rupees Ten only) (constituting i.e. 62.14% stake) held by the Transferee Company in accordance with Scheme of Amalgamation.

9. Noting of “Medinova Millennium MRI Services LLP” as the Wholly owned Subsidiary of the Company:

Pursuant to the effectiveness of the Scheme, all the Assets and Liabilities of Transferor Company shall become Assets and Liabilities of the Transferee Company.

Accordingly, the Wholly Owned Subsidiary of Transferor Company i.e., “**Medinova Millennium MRI Services LLP**” shall become the Wholly Owned Subsidiary of the Transferee Company from the effective date i.e. November 04, 2025.

Details required to be disclosed under the SEBI Listing Regulations read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 have been provided in **Annexure – I** to this letter.

The Board Meeting commenced at 01:00 P.M. and concluded at 02:15 P.M. (IST).

Kindly take the same on record.

Thanking You.

Yours Faithfully
For **Vijaya Diagnostic Centre Limited**

Hansraj Singh
Company Secretary & Compliance Officer
M. No. F11438

Encl.: As above



Annexure - I

Details as per Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024

S. No.	Particulars	Details
a.	Name of the target entity, details in brief such as size, turnover etc.	Medinova Millennium MRI Services LLP ("MRI LLP") For other details about the entity please refer point (j) below
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The proposed transaction is pursuant to the order dated 13 th October 2025 passed by Hon'ble National Company Law Tribunal, Hyderabad Bench, Hyderabad ("NCLT") sanctioning the scheme of Amalgamation ("Scheme") of Medinova Diagnostic Services Limited ("Transferor Company") with and into Vijaya Diagnostic Centre Limited ("Transferee Company") and its shareholders and creditors. MRI LLP is the Wholly Owned Subsidiary of the Transferor Company, and the Transferor Company is the Subsidiary Company of the Transferee Company. The aforesaid change in the status of MRI LLP is within the group.
c.	Industry to which the entity being acquired belongs	MRI LLP belongs to the Healthcare Industry
d.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The aforesaid change is in line with the Scheme of amalgamation and the order passed by the NCLT.
e.	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or regulatory approvals required for this acquisition
f.	Indicative time-period for completion of the acquisition	Not Applicable



g.	Nature of consideration - whether cash consideration or share swap and details of the same	Not Applicable
h.	Cost of acquisition and/or the price at which the shares are acquired	Not Applicable
i.	Percentage of shareholding / control acquired and / or number of shares acquired	100%
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years' turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>MRI LLP is the Wholly Owned Subsidiary of the Transferor Company and is into the business of healthcare services with its operations located in Kolkata, West Bengal.</p> <p>Date of Incorporation - 21-11-2014</p> <p>LLPIN - AAC-9556</p> <p>Registered Office address - 1, Sarat Chatterjee Avenue, Ravindrasarobar Stadium Kolkata West Bengal 700029</p> <p>Total Obligatory Contribution - ₹ 5,00,00,000/-</p> <p>Actual Contribution Received - ₹ 2,30,27,000/-</p> <p>Last Three Years Turnover (Approx.) - FY 2024-25 - ₹ 2.36 Crores FY 2023-24 - ₹ 2.49 Crores FY 2022-23 - ₹ 2.27 Crores</p>