



VIJAYA[®]
DIAGNOSTIC
CENTRE

April 09, 2026

To
Corporate Relation Department,
BSE Limited
Security Code: **543350**

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

Dear Sir/Madam,

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Referring to our letter dated February 13, 2026, regarding appointments of Independent Directors, please find enclosed the Postal Ballot Notice seeking approval of members for the appointment of Mr. Ravi Shankararamiah, (DIN: 00180746) and Dr. Sasikala Paruchuri Kola, (DIN: 00129614) as Independent Directors of the Company.

In compliance with the Ministry of Corporate Affairs (“MCA”) Circulars and applicable provisions of the Act and SEBI Listing Regulations, this Postal Ballot Notice along with the Explanatory Statement is being sent in electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent (the “RTA”) on April 03, 2026 (“**Cut-off date**”).

The Company has engaged the services of Kfin Technologies Limited (“Kfin”) to provide remote e-voting facility to its members.

The remote e-voting period commences on Friday, April 10, 2026, at 9.00 A.M. (IST) and ends on Saturday, May 09, 2026, at 5.00 P.M. (IST). The remote e-voting module shall be disabled by Kfin for voting thereafter.

The said postal ballot notice may also be accessed on the Company’s website at: <https://www.vijayadiagnostic.com/investors/postal-ballot>

The results of the remote e-voting by Postal Ballot will be announced on or before Tuesday, May 12, 2026.

Kindly take the above information on your record.

Thanking you.

Yours sincerely,
For Vijaya Diagnostic Centre Limited

Ankit Shah
Chief Financial Officer

Encl.: As above



**VIJAYA
DIAGNOSTIC
CENTRE**

VIJAYA DIAGNOSTIC CENTRE LIMITED

(CIN: L85195TG2002PLC039075)

Regd. Office: 6-3-883/F, FPA Building, Near Topaz building,
Punjagutta, Hyderabad 500082, Telangana. Ph. No.: 040 – 2342 0411/12

Website: www.vijayadiagnostic.com, E-mail: cs@vijayadiagnostic.in

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) and other applicable laws, rules and regulations including any statutory modifications, amendments or re-enactments thereof for the time being in force, for seeking approval of the Members of Vijaya Diagnostic Centre Limited (“the Company / VDCL”) through postal ballot by means of remote e-voting on the following special resolutions:

Sl. No.	Particulars
1.	Appointment of Mr. Ravi Shankararamiah, (DIN: 00180746) as an independent director of the company.
2.	Appointment of Dr. Sasikala Paruchuri Kola, (DIN: 00129614) as an independent director of the company.

The Members may note that the Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars (collectively the “MCA Circulars”), have allowed the companies to take all decisions requiring Members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / remote e-voting in accordance with the provisions of the Act and the Rules, without holding a general meeting that requires physical presence of members at a common venue.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matter as considered in the resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act (“Explanatory Statement”) pertaining to the said resolution, setting out material facts and the reasons for the resolution, is also annexed. You are requested to peruse the proposed resolution, along with the Explanatory Statement, and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

In compliance with the said MCA Circulars and applicable provisions of the Act and SEBI Listing Regulations, this Postal Ballot Notice along with the Explanatory Statement is being sent in electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent (the “RTA”) on April 03, 2026 (“Cut-off date”), the communication of assent / dissent of the members will only take place through the remote e-voting facility being offered by the Company instead of physical Postal Ballot forms.



In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is providing the option of e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services KFin Technologies Limited, to enable the Members to cast their votes electronically. For e-voting members are requested to read the Notes under point no 11 below for the voting procedure.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman or person authorised by chairman, after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before May 12, 2026. The said result along with the Scrutinizer's Report will be displayed on the Company's website www.vijayadiagnostic.com and will be communicated to the Stock Exchanges on which the shares of the Company are listed.

SPECIAL BUSINESS

Item No. 1:

Appointment of Mr. Ravi Shankaramiah, (DIN: 00180746) as an Independent Director of the Company.

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 as per Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing 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. Ravi Shankaramiah (DIN: 00180746), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 13, 2026, 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 SEBI Listing 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 term of 5 (five) consecutive years, i.e., from February 13, 2026, up to February 12, 2031, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of regulation 17(1A) of SEBI Listing Regulation (including any statutory modification or re- enactment(s) thereof for the time being in force), and any other applicable provisions, if any, approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Ravi Shankaramiah (DIN: 00180746) as an Independent Director of the Company, notwithstanding that he will attain the age of 75 (Seventy-Five) years during his tenure.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Mr. Ravi Shankaramiah (DIN: 00180746), in his capacity as a Non-Executive Independent Director of the Company, be and is hereby entitled to receive such remuneration by way of sitting fees, commission and reimbursement of expenses, as may be permissible under the Act and the SEBI Listing Regulations, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and/or the Members of the Company, as may be required, from time to time.



RESOLVED FURTHER THAT the Board of Directors and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Item No. 2:

Appointment of Dr. Sasikala Paruchuri Kola, (DIN: 00129614) as an Independent Director of the Company.

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 as per Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing 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, Dr. Sasikala Paruchuri Kola (DIN: 00129614), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 13, 2026, 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 SEBI Listing 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 term of 5 (five) consecutive years, i.e., from February 13, 2026, up to February 12, 2031, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Dr. Sasikala Paruchuri Kola (DIN: 00129614), in her capacity as a Non-Executive Independent Director of the Company, be and is hereby entitled to receive such remuneration by way of sitting fees, commission and reimbursement of expenses, as may be permissible under the Act and the SEBI Listing Regulations, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and/or the Members of the Company, as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**By the order of Board of Director
For Vijaya Diagnostic Centre Limited**

Place: Hyderabad
Date: February 13, 2026

Sd/-
S Suprita Reddy
Managing Director & CEO
DIN: 00263618



Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Act read with the rules and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, along with details in terms of Regulation 36(3) of the SEBI Listing Regulations setting out material facts relating to the proposed resolution to be transacted is annexed hereto and forms part of the Notice.
2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules and the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to those members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the register of members/ list of beneficial owners as on the cut-off date i.e., April 03, 2026. The Notice is also uploaded on the website of the Company at <https://www.vijayadiagnostic.com/investors/postal-ballot> website of E-voting service provider i.e., KFin Technologies Limited (“KFin”) at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). All the members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purpose only. In this Notice, the term member(s) or shareholder(s) are used interchangeably.
3. The entire shareholding of the Company is in demat mode. Therefore, the members who have not registered their e-mail addresses with the Depositories/ Depository Participant are requested to register the same with their Depository Participant where they maintain their Demat Account.
4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the member as on Cut-off date i.e., April 03, 2026. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on that date will be entitled to cast their votes by remote e-voting.
5. The e-voting shall commence on April 10, 2026, at 9.00 a.m. (IST) and end on May 09, 2026, at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter and voting shall not be allowed beyond the said date and time. During this period, the members of the Company holding shares as on the Cut-off date, i.e., April 03, 2026, may cast their vote by electronic means in the manner given in this notice. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. The Board of Directors at its meeting held on February 13, 2026, has appointed Mr. Balaramakrishna Desina, Practicing Company Secretary (FCS No. 8168, CP No. 22414) as the “Scrutiniser” to scrutinise the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
7. The Scrutiniser shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or any other person authorized by the Chairman. Results of the voting will be declared by placing the same along with the Scrutiniser’s report on the Company’s website viz., <https://www.vijayadiagnostic.com/investors/postal-ballot> and will also be communicated to the stock exchanges, within two working days from last date of voting, i.e. on or before May 12, 2026. Outcome will be made available at the registered office of the Company.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., May 09, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.



9. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. May 09, 2026. Members may send their requests to cs@vijayadiagnostic.in or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
10. The Notice received u/s 160(1) of the Act, proposing the candidature of the Directors, is available on the Company's website at <https://www.vijayadiagnostic.com/investors/postal-ballot>.
11. The details of the process and manner for remote e-voting are explained herein below:

STEP 1: Access to Depositories (NSDL / CDSL) e-Voting system in case of individual shareholders holding shares in demat mode.

STEP 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

STEP 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IdeAS facility may follow the following procedure: <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsd.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IdeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting. iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. v. Click on "Active E-voting Cycles" option under E-voting. vi. You will see Company Name: "Vijaya Diagnostic Centre Limited" on the next screen. Click on the e-Voting link available against Vijaya Diagnostic Centre Ltd. Or select e-Voting service provider "KFin" and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication. 2. User not registered for IdeAS e-Services may follow the following procedure: <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsd.com ii. Select "Register Online for IdeAS" or click at https://eservices.nsd.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 1 above, to cast your vote. 3. Alternatively, the users may directly access the e-Voting website of NSDL: <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsd.com ii. Click on the icon "Login" which is available under



	<p>'Shareholder/Member' section.</p> <ul style="list-style-type: none">iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screeniv. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFinv. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period. <p>4. NSDL Speede app:</p> <p>Shareholders/Members may also download NSDL Speede App on Mobile which is available on Google Play Store and Apple App Store.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi /Easiest may follow the following procedure:</p> <ul style="list-style-type: none">i. Visit URL:https://web.cdslindia.com/myeasi/home/ login or URL: www.cdslindia.comii. Click on New System Myeasiiii. Login with your registered user id and passwordiv. The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. Kfintech e-Voting portal.v. You will see Company Name: "Vijaya Diagnostic Centre Limited" on the next screen. Click on the e-Voting link available against Vijaya Diagnostic Centre Ltd. Or select e-Voting service provider "Kfintech" and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest may follow the following procedure:</p> <ul style="list-style-type: none">i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationii. Proceed to complete registration using your DP IDClient ID (BO ID), etc.iii. After successful registration, please follow steps given under point 1 above to cast your vote <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none">i. Visit URL: www.cdslindia.comii. Provide your Demat Account Number and PAN Noiii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Accountiv. After successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Vijaya Diagnostic Centre Ltd. Or select e-Voting service provider "Kfintech" and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.



Individual Shareholders (holding shares in demat mode) login through their demat accounts/ Website of Depository Participant.	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against Vijaya Diagnostic Centre Ltd. Or e-Voting service provider – Kfintech and you will be redirected to e-Voting page of Kfintech to cast your vote during the remote e-Voting period without any further authentication.
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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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 – 23058738 or 022 -23058542-43

STEP 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- A) Members whose email IDs are registered with the Company/Depository Participants (s), 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>
 - 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 you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800309 4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.
 - iii. After entering these details appropriately, click on “LOGIN”
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e. ‘Vijaya Diagnostic Centre Ltd. – Postal Ballot’ 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 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above.



You may also choose the option ABSTAIN. If the 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.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm or else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the 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 Notice of Postal Ballot and the e-voting instructions.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Mohammed Shanoor on +91 40 67161767 or call KFin's toll free No. 1-800-309-4001 for any further clarifications.



EXPLANATORY STATEMENT

[Pursuant To Section 102 and 110 of the Companies Act, 2013]

Item No. 1:

Appointment of Mr. Ravi Shankararamiah, (DIN: 00180746) as an Independent Director of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with the rules made thereunder, Mr. Ravi Shankararamiah, (DIN: 00180746) was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), as an Additional Director in the category of Non-Executive Independent Director for a term of five (5) consecutive years with effect from February 13, 2026 up to February 12, 2031 (both days inclusive), subject to the approval of the members of the Company by way of a Special Resolution.

The Company has received from Mr. Ravi Shankararamiah all requisite statutory disclosures, declarations and confirmations, including the following:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164(2) of the Act;
- iii. Declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”);
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, confirming that he has not been debarred from holding the office of a Director by virtue of any order passed by the SEBI or any other statutory authority;
- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- vi. A notice in writing by a member proposing his candidature under Section 160(1) of the Act; and
- vii. Confirmation of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration in the Independent Directors’ Databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Ravi Shankararamiah fulfils all the conditions for appointment as an Independent Director as specified in the Act, the rules made thereunder and the SEBI Listing Regulations and is independent of the management of the Company. The Board has also taken note of his skills, experience and expertise, which are considered relevant and valuable to the Company, as identified by the NRC, and is of the view that his appointment beyond 75 years, as an Independent Director is justified, inter alia, on account of his over four decades of rich and diverse experience as a Senior Advocate, with extensive expertise in taxation, corporate and commercial laws, securities and capital markets, mergers and acquisitions, foreign exchange regulations, competition law, intellectual property and dispute resolution.

Further, the Board is of the opinion that his distinguished legal career, including his designation as a Senior Advocate by the High Court of Andhra Pradesh, his advisory and litigation experience before courts and tribunals, and legal scholarship, demonstrates his strong professional competence, analytical depth, ethical orientation and sound judgment, which would enable him to contribute effectively to the Company’s governance, regulatory compliance, risk management, strategic decision-making and long-term value creation.

The resolution seeks the approval of the members, by way of a Special Resolution, for the appointment of Mr. Ravi Shankararamiah as an Independent Director of the Company beyond the age of 75 years, for a term of five (5) consecutive years commencing from February 13, 2026



up to February 12, 2031 (both days inclusive), pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as set out in Item No. 1 of this Notice. Mr. Ravi Shankaramiah shall not be liable to retire by rotation.

Except Mr. Ravi Shankaramiah, to whom the resolution relates, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the passing of the proposed resolution.

The profile, specific areas of expertise and other relevant details of Mr. Ravi Shankaramiah as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings are provided in the Additional Information section forming part of this Notice.

The Board recommends the Special Resolution set out in Item No. 1 of this Notice for the approval of the members.

Item No. 2:

Appointment of Dr. Sasikala Paruchuri Kola, (DIN: 00129614) as an Independent Director of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with the rules made thereunder, Dr. Sasikala Paruchuri Kola, (DIN: 00129614) was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), as an Additional Director in the category of Non-Executive Independent Director for a term of five (5) consecutive years with effect from February 13, 2026 up to February 12, 2031 (both days inclusive), subject to the approval of the members of the Company by way of a Special Resolution.

The Company has received from Dr. Sasikala Paruchuri Kola all requisite statutory disclosures, declarations and confirmations, including the following:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164(2) of the Act;
- iii. Declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”);
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, confirming that she has not been debarred from holding the office of a Director by virtue of any order passed by the SEBI or any other statutory authority;
- v. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- vi. A notice in writing by a member proposing her candidature under Section 160(1) of the Act; and
- vii. Confirmation of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration in the Independent Directors’ Databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Dr. Sasikala Paruchuri Kola fulfils all the conditions for appointment as an Independent Director as specified in the Act, the rules made thereunder and the SEBI Listing Regulations and is independent of the management of the Company. The Board has also taken note of her skills, experience and expertise, which are considered relevant and valuable to the Company, as identified by the NRC, and is of the view that her appointment as an Independent Director is justified, inter alia, on account of her over three decades of rich experience in the



healthcare sector as a senior Consultant Gynaecologist and Obstetrician and her advanced professional training in specialised areas such as ultrasonography, colposcopy, operative laparoscopy and robotic surgery.

Further, the Board is of the opinion that her leadership experience gained through holding key positions in reputed professional bodies such as the Federation of Obstetric and Gynaecological Societies of India, the Obstetrics and Gynaecological Society of Hyderabad, and the Indian Society of Operative Perinatal and Reproductive Biology (Hyderabad Chapter), coupled with her active involvement in community service, medical education and public health initiatives, demonstrates her strong professional competence, leadership qualities, ethical orientation and stakeholder-centric approach, which would enable her to contribute effectively to the governance, strategic decision-making and long-term value creation of the Company.

The resolution seeks the approval of the members, by way of a Special Resolution, for the appointment of Dr. Sasikala Paruchuri Kola as an Independent Director of the Company for a term of five (5) consecutive years commencing from February 13, 2026 up to February 12, 2031 (both days inclusive), pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as set out in Item No. 2 of this Notice. Dr. Sasikala Paruchuri Kola shall not be liable to retire by rotation.

Except Dr. Sasikala Paruchuri Kola, to whom the resolution relates, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the passing of the proposed resolution.

The profile, specific areas of expertise and other relevant details of Dr. Sasikala Paruchuri Kola as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings are provided in the Additional Information section forming part of this Notice.

The Board recommends the Special Resolution set out in Item No. 2 of this Notice for the approval of the members.

**By the order of Board of Director
For Vijaya Diagnostic Centre Limited**

Place: Hyderabad
Date: February 13, 2026

**Sd/-
S Suprita Reddy
Managing Director & CEO
DIN: 00263618**



Additional information on directors recommended for appointment/reappointment

[As required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards – 2]

Name of the Director



Mr. Ravi Shankararamiah
Non-Executive, Independent Director



Dr. Sasikala Paruchuri Kola
Non-Executive, Independent Director

DIN	00180746	00129614
Category	Independent Director	Independent Director
Age	70 Years	67 Years
Date of first appointment on the Board	Feb 13, 2026	Feb 13, 2026
Qualifications	Mr. Ravi Shankararamiah holds a Bachelor's Degree in Science from Bangalore University and a Bachelor's and Master's Degree in Science from the University of Southern California, Los Angeles, where he graduated magna cum laude, and also holds a Bachelor of Laws (LL.B.) from Bangalore University.	Dr. Sasikala Paruchuri Kola holds an MD (Doctor of Medicine) and a DGO (Diploma in Gynaecology and Obstetrics) from the Osmania Medical College.
Profile, Experience and Expertise in specific functional areas	Mr. Ravi Shankararamiah is a senior and highly accomplished legal professional and Senior Advocate with over four decades of extensive experience in advisory, consultancy and litigation across taxation, corporate and commercial laws. He has practiced before the High Courts of Karnataka and Andhra Pradesh and is designated as a Senior Advocate by the High Court of Andhra Pradesh. He has advised and represented corporates, financial institutions and high-net-worth clients in complex legal, regulatory and commercial matters, and his core areas of professional expertise include corporate and personal taxation, securities and	Dr. Sasikala Paruchuri Kola is a senior and highly accomplished Consultant Gynaecologist and Obstetrician with over three decades of extensive experience in clinical practice, medical education, and healthcare delivery. She has been associated with reputed institutions such as Osmania Medical College, Hyderabad, and the Andhra Pradesh Vaidya Vidhana Parishad, and has been engaged in full-time private clinical practice since 1995. Her core areas of professional expertise include women's healthcare, high-risk obstetrics, advanced gynaecological endoscopy, minimally invasive and robotic surgical procedures,



capital markets, mergers and acquisitions, foreign exchange regulations, arbitration, competition law, intellectual property and cyber laws.

Mr. Ravi brings with him significant experience in legal governance, regulatory compliance, corporate structuring and dispute resolution, having handled high-value and multi-jurisdictional matters before courts, tribunals and regulatory authorities. His involvement in professional seminars and contribution to legal journals further reflects his thought leadership and commitment to advancing legal and corporate governance standards.

He also possesses strong expertise in legal risk management, regulatory strategy, contractual frameworks, corporate restructuring and compliance oversight, enabling him to provide valuable strategic guidance to the Board on governance, stakeholder protection, and long-term business sustainability.

fertility-related interventions, and the management of complex gynaecological disorders.

Dr. Sasikala brings with her significant experience in professional leadership, institutional governance, and healthcare administration, having held key leadership positions in prominent professional bodies including the Federation of Obstetric and Gynaecological Societies of India (FOGSI), the Obstetric and Gynaecological Society of Hyderabad (OGSH), and the Indian Society of Operative Procedures in Reproductive Biology (ISOPARB). Through these roles, she has contributed to policy formulation, professional standards, capacity building, and clinical best practices across the healthcare sector.

She also possesses strong expertise in academic research, medical training, public health advocacy, and community healthcare initiatives, along with a comprehensive understanding of healthcare systems, patient safety frameworks, clinical governance mechanisms, ethical medical practices, and regulatory compliance applicable to healthcare institutions. Her multidisciplinary exposure enables her to provide valuable strategic inputs on quality of care, risk management, and sustainable healthcare delivery.

Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Please refer the Explanatory Statement of Item No. 1	Please refer the Explanatory Statement of Item No. 2
Terms and conditions of re-appointment	Appointment as an Independent Director for a period of 5 consecutive years commencing from Feb 13, 2026, upto Feb 12, 2031 (both days inclusive)	Appointment as an Independent Director for a period of 5 consecutive years commencing from Feb 13, 2026, upto Feb 12, 2031 (both days inclusive)
Details of remuneration last drawn (FY 2025-26)	Not Applicable	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.	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 Companies (excluding foreign companies)*	Nil	Nil
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)*	Nil	Nil
Listed entities from which the Director has resigned from directorship in last three (3) years	None	None
No. of Board Meetings attended during FY 2025-26	Not Applicable	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel	None	None
No. of shares held: (a) Own	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil

*Only listed entities are considered