



# VIJAYA DIAGNOSTIC CENTRE

December 10, 2021

To,  
Listing Department  
National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai- 400 051  
Company Code No. VIJAYA

To,  
The Corporate Relations Department  
BSE Limited,  
Phiroz Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street  
Mumbai- 400 001  
Company Code No. 543350

Dear Sir/Madam,

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot.**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice seeking approval of the members of the Company by way of remote e-voting process for the resolutions set forth in the aforesaid Notice.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email addresses are registered with the Company / Depositories, as on Friday, December 3, 2021 ("Cut-off Date").

The Postal Ballot Notice is also available on the Company's website at [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com)

The Company has engaged the services of KFin Technologies Private Limited, Registrar and Transfer Agent for providing remote e-voting facility to all its member. The e-voting facility will be available during the following period:

|                                 |                                              |
|---------------------------------|----------------------------------------------|
| Commencement of Remote e-voting | Monday, December 13 ,2021(from 9.00 AM IST)  |
| End of Remote e-voting          | Tuesday, January 11, 2022 (till 5.00 PM IST) |

Please take the information on record.

Thanking you,  
Yours faithfully,

**For Vijaya Diagnostic Centre Limited**

**Anusha Kanumuru**  
**Company Secretary**



# VIJAYA DIAGNOSTIC CENTRE LIMITED

(formerly known as Vijaya Diagnostic Centre Pvt Ltd)

Regd office: 3-6-16 & 17, STREET NO.19 HIMAYATNAGAR HYDERABAD TELANGANA 500029

CIN: U85195TG2002PLC039075, email: [ir@vijayadiagnostic.in](mailto:ir@vijayadiagnostic.in)

website: [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com) Tel: 040 2342 0422 to 27

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## POSTAL BALLOT NOTICE

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

To  
The Members of  
Vijaya Diagnostic Centre Limited

**NOTICE** is hereby given that the approval of members of Vijaya Diagnostic Centre Limited ("the Company") is proposed to be obtained by means of Postal Ballot, only by way of remote e-voting process ("e-voting") for the resolutions appended below, pursuant to Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any Statutory modification(s) or re-enactments thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular Mo. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, and General Circular No. 10/2021 dated June 23, 2021 ("MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") and other applicable laws and regulations, if any.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the "Notice") only by email to all its members who have registered their email addresses with the Company or depository(ies) or depository participants AS ON Friday, December 3, 2021 ("Cut-Off Date") and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically and for this purpose the Company has engaged the services of KFin Technologies Private Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice, which are annexed hereto.

### SPECIAL BUSINESS:

#### ITEM NO. 1

#### APPROVAL OF ARTICLE 101A OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

*Ta consider and if thought fit, to pass the following resolution as a Special Resolution:*

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEB (LODR) Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Foreign Exchange

Management Act, 1999 and the rules and regulations made thereunder and other applicable laws, rules and regulations, guidelines including any statutory modifications thereof for the time being in force and the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to the Article 101A of the articles of association of the Company as reproduced below:

*101A. Subject to the approval by shareholders of the Company through a Special Resolution post listing and trading of the Equity Shares of the Company pursuant to the Qualified Listing (Consummation of the Qualified Listing), Karakoram Limited and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 (collectively the —Investors) shall have a right to jointly nominate 1 (one) Director on the Board upon Consummation of the Qualified Listing, for so long as the Investors continue to collectively hold at least 5% (five percent) of the Share capital of the Company on a fully diluted basis.*

**RESOLVED FURTHER THAT** any Director, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts as may be deemed necessary for giving effect to this resolution, including but not limited to, making any filings, if any, with the relevant government authorities.”

#### **ITEM NO.2**

#### **TO RATIFY “VDCL EMPLOYEE STOCK OPTION PLAN 2018” AND SCHEMES FRAMED THEREUNDER.**

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

**“RESOLVED THAT** in furtherance of and supplement to the special resolutions passed by the members of the Company at the Extra-Ordinary General Meetings held on May 3, 2018, March 25, 2021 and August 16, 2021, pursuant to provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, applicable guidelines issued by Reserve Bank of India (“RBI”), if any, provisions contained in the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) based on the recommendation of the Nomination & Remuneration Committee and the Board, “VDCL Employee Stock Option Plan 2018” (“Plan”) and the “Scheme 1,2,3,4,5 and 6” framed under the Plan (“Notified Schemes”) (collectively referred as **“ESOP 2018”**) as approved by the shareholders of the Company prior to Initial Public Offering (“IPO”) of equity shares of the Company, be and is hereby ratified within the meaning of Regulation 12 of SEBI SBEB Regulations and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, grant, offer, issue/reissue stock options and allot equity shares of face value of Re.1/- each on exercise of stock options to the eligible employees and such other persons as allowed, under ESOP 2018, from time to time, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the applicable laws including SEBI SBEB Regulations, the Act and provisions of ESOP 2018.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2018 and the shares so issued shall rank *pari passu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any modifications or revisions to ESOP 2018 as it may deem fit, from time to time, provided that the same is in conformity with the Act, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended, SEBI SBEB Regulations, as amended, the Articles of Association of the Company and any other applicable laws, rules and regulations thereunder.

**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 in to effect the ESOP 2018 and modifications, changes, variations, alterations, or revisions in the said ESOP 2018 from time to time or to suspend, withdraw or revive the Notified Schemes/ESOP 2018 from time to time as the Board in its absolute discretion deems fit, take all the necessary steps for listing of the equity shares allotted under ESOP 2018 on the Stock Exchanges and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose 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."

#### **ITEM NO.3**

#### **RATIFICATION TO EXTEND THE BENEFITS OF "VDCL EMPLOYEE STOCK OPTION PLAN 2018" AND SCHEMES FRAMED THEREUNDER TO ELIGIBLE EMPLOYEES OF SUBSIDIARIES OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act"), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, applicable guidelines issued by Reserve Bank of India ("RBI"), if any, provisions contained in the Articles of Association ("AOA") of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, grant, offer, issue/reissue stock options and allot equity shares of face value of Re.1/- each on exercise of stock options to the eligible employees of subsidiaries of the Company under "VDCL Employee Stock Option Plan 2018" ("Plan") and the "Scheme 1,2,3,4,5 and 6" framed under the Plan ("Notified Schemes") (collectively referred as **"ESOP 2018"**), from time to time, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the applicable laws including SEBI SBEB Regulations, the Act and provisions of ESOP 2018.

**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 do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose 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.”

**BY ORDER OF THE BOARD OF DIRECTORS  
For VIJAYA DIAGNOSTIC CENTRE LIMITED**

Date: 08.11.2021  
Place: Hyderabad

Sd/-  
**ANUSHA KANUMURU  
COMPANY SECRETARY**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with Rules made thereunder, setting out material facts concerning the resolutions, is annexed hereto.
2. In accordance with the MCA Circulars this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, December 3, 2021 ('Cut Off Date').
3. As per the relevant MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. This Postal Ballot Notice will also be available on the Company's website at [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>. Members who have not received the Notice may download the same from the aforesaid websites.
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 (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by clicking on <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or by giving details e-mail address and self-attested copy of PAN card to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), if the shares are held in physical form.
6. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off Date. It is however, clarified that all Members of the Company as on the Cut Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
8. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the applicable relevant Rules, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility, SS-2 and any amendments thereto, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged Kfin Technologies Pvt Ltd for facilitating e-voting to enable the Members to cast their votes electronically.

9. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the shareholders at registered/corporate office of the Company on any working days between 10.00 am to 4.00 pm till January 11, 2022.
10. The e-voting period will commence from 9.00 a.m. (IST) on Monday 13<sup>th</sup> December, 2021 and end at 5.00 p.m. (IST) on Tuesday 11th January, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Remote voting beyond the said period will not be allowed. The e-voting module shall be disabled by Kfin Tech for voting thereafter.
11. The Board of Directors at its meeting held on November 8, 2021 had appointed Mr. BalaramaKrishna Desina, Practising Company Secretary (Membership No. FCS8168 CP No 22414) to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report, after the completion of scrutiny, to the Executive Chairman of the Company or any person authorized by him. The results of e-voting will be announced within 2 working days from last date of e-voting, and will be displayed on the Company's website [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com) and Kfintech. The same will also be communicated to the Stock Exchanges. The Company will also display the results of the Postal Ballot at its Registered Office.
13. The Resolutions, if passed by requisite majority shall be deemed to have been passed on 11th January, 2022 being the last date specified by the Company for e-voting.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. The instructions and other information relating to e-voting are as under:
- Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
  - INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE.**

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

| NSDL                                                                                                                                                                                                                                                                                                                                                                             | CDSL                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>I. Users already registered for IDeAS facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Click on URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>Enter your User ID and Password for accessing IDeAS,</li> </ol> | <p><b>I. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Click on URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>.</li> </ol> <p>or</p> <p><a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on <b>New System Myeasi</b></p> |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ol style="list-style-type: none"> <li>On successful authentication, you will enter your IDeAS service login.</li> <li>Click on <b>"Access to e-Voting"</b> under <b>Value Added Services</b> on the panel available on the left hand side.</li> <li>Click on <b>"Active e-voting Cycles"</b> option under e-voting.</li> <li>Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol>                                                                                                                                                                                                                                                                                                                                                         | <ol style="list-style-type: none"> <li>Enter your User ID and Password for accessing Easi / Easiest.</li> <li>Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <p><b>II. Users not registered for IDeAS facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, click on URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select <b>"Register Online for IDeAS"</b>.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</li> <li>After successful registration, please follow steps given under Sr. No. I above to cast your vote.</li> </ol>                                                                                                                                                                                                                                                                                                                                                  | <p><b>II. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, click on URL: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</li> <li>After successful registration, please follow steps given under Sr. No. I above to cast your vote.</li> </ol>                                                                                                                                                                                                     |
| <p><b>III. Users may directly access the e-voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Click on URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the button <b>"Login"</b> available under <b>"Shareholder / Member section"</b>.</li> <li>Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.</li> <li>On successful authentication, you will enter the e-voting module of NSDL.</li> <li>Click on <b>"Active E-voting Cycles / VC or OAVMs"</b> option under e-voting.</li> <li>Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol> | <p><b>III. Users may directly access the e-voting module of CDSL as per the following procedure;</b></p> <ol style="list-style-type: none"> <li>Click on URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>.</li> <li>Provide demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile &amp; email as recorded in the demat account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL.</li> <li>Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol> |

**PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT**

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company 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.

**Important note:**

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

| Contact details in case of technical issue on NSDL website.                                                                                                                                                               | Contact details in case of technical issue on CDSL website                                                                                                                                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 22-23058542-43.</b> |

**iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY NON-INDIVIDUAL MEMBERS AND MEMBERS HOLDING SHARES IN PHYSICAL FORM.**

Login method for non-individual members and members holding shares in physical form are given below:

1. Initial password is provided in the body of the email.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

**User ID: For Members holding shares in Demat Form:-**

For NSDL: 8 character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

**User ID: For members holding shares in Physical Form:**

Event Number followed by Folio No. registered with the Company.

**Password:** Your unique password is sent via e-mail forwarded through the electronic notice.

**Captcha:** Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

4. After entering the details appropriately, click on LOGIN.
5. You will reach the 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, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT number of the Company.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
12. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: [balaramdesina@gmail.com](mailto:balaramdesina@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

- iv. **IN CASE OF A MEMBER WHOSE E-MAIL ADDRESS IS NOT REGISTERED / UPDATED WITH THE COMPANY / KFINTECH / DEPOSITORY PARTICIPANT(S), PLEASE FOLLOW THE FOLLOWING STEPS TO GENERATE YOUR LOGIN CREDENTIALS:**
1. Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN card to KFinTech at [eniward.ris@kfintech.com](mailto:eniward.ris@kfintech.com).
  2. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
  3. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
  4. Follow the instructions as specified at 15.iii. or 15.ii as applicable.
- v. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: <https://evoting.kfintech.com> or contact Mr. Veeda Raghunath/Mr.Mohammed Shanoor, Corporate Registry at KFinTech, (Unit: Vijaya Diagnostic Centre Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at [eniward.ris@kfintech.com](mailto:eniward.ris@kfintech.com) at phone no. 1-800-309-4001 (toll free).

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:****Item No 1**

The shareholders of the Company at the Extra Ordinary General meeting held on May 27, 2021 have approved the latest Articles of Association of the Company ("Articles").

Pursuant to provisions contained in Article 101A of the Articles, following the consummation of listing and trading of equity shares of the Company at the Stock Exchanges, approval of shareholders by way of a Special Resolution is required to be obtained confirming the right available to Karakoram Limited and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 (collectively the "Investors") to jointly nominate 1 (one) Director on the Board, for so long as the Investors continue to collectively hold at least 5% (five percent) of the Share capital of the Company on a fully diluted basis.

As the equity shares of the Company have been listed on BSE Limited and National Stock Exchange of India Ltd with effect from September 14, 2021, the Board of Directors recommends the resolution set forth at item no 1 of the accompanying notice to the shareholders for their approval as special resolution.

Articles of the Company are available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days till January 11, 2022.

None of the Directors, KMP and their respective relatives except Mr.Nishant Sharma is concerned or interested in the resolution set out at item no 1, except to the extent of their shareholding in the Company.

**Item No.2 & 3**

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the shareholders of the Company had approved VDCL Employee Stock Option Plan — 2018 ("Plan") and Scheme 1,2 ,3, 4,5 & 6 framed under the Plan ("Notified Schemes") (collectively referred as "ESOP 2018").

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SEBI SBEB Regulations"), no Company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ('Pre-IPO Scheme/ Plan') unless:

- (1)Such Pre-IPO Scheme/ Plan is in conformity with the SEBI SBEB Regulations; and
- (2)Such Pre-IPO) Scheme/ Plan is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBT (SBEB) Regulations, the ratification may be done at any time prior to grant of new options or shares under such Pre-IPO Schemes Plan.

Considering that the ESOP 2018 of the Company is in conformity with the SEBI SBEB Regulations and listing and trading of equity shares of the company on BSE Limited and National Stock Exchange of India Limited with effect from September 14, 2021, the Company seeks the approval from its shareholders to ratify the ESOP 2018 in order to enable the Company to make any fresh grants under the ESOP 2018.

The Board of Directors of the Company at its meeting, held on November 8, 2021 approved and recommended to the shareholders of the Company, the ratification of ESOP 2018 and grant of options to eligible employees of subsidiaries of the Company (including both existing and future).

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 and SEBI SBEB Regulations (as amended from time to time) are given below:

**1. Brief Description of the ESOP 2018:**

- a. The objectives as set out in the ESOP 2018 are sought to be achieved through the grant of options to Employees as determined by the Board/ Committee at their discretion under ESOP 2018.
- b. The options to be granted under the Notified Schemes will be Time based options or Performance based Options (linked with performance ratings).
- c. Options granted under the ESOP 2018 shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company.
- d. Upon vesting of Options, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the exercise period.
- e. The Board/ Committee of Directors will administer the ESOP 2018 and also determine the questions of interpretation of the ESOP 2018.

**2. Total number of options, SARs, shares or benefits, as the case may be, to be offered and Granted:**

Maximum number of options that may be granted under ESOP 2018 shall not exceed 16,25,000 (Sixteen Lakhs Twenty five thousand only)

Each Option will entitle the Participant to 1(one) Share of the Company.

The options may be granted under one or more Notified Schemes and in one or more tranches as may be decided by the Board/Committee.

In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, sale of division/undertaking and others, the ceiling as aforesaid i.e 16,25,000 (Sixteen Lakh Twenty Five Thousand Only) shares shall be deemed to be increased/decreased, as may be determined by Board, to facilitate making fair and reasonable adjustment to the entitlements of participants under ESOP 2018 such that the total value to the employee of the options remains the same after the corporate action.

**3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);**

The following classes of Employees are eligible to participate in the ESOP 2018:

- a. an employee as designated by the Company who is exclusively has been working in India or outside India; or
- b. 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
- c. an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India; but does not include-
  - an employee who is a Promoter or a person belonging to the Promoter Group; or
  - a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company;

**4. Requirements of vesting and period of vesting;**

There shall be minimum vesting period of one (1) year between grant and vesting of options. Options would vest with Participant in accordance with vesting schedules/criteria as specified in the Notified Scheme(s) / ESOP 2018.

**5. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested**

All the Options granted on any date shall vest within a maximum period of 4 (Four) years from the grant date.

**6. Exercise price, SAR price, purchase price or pricing formula for future grants;**

Fair Market Value or at price as decided by the Committee, on the Grant Date.

**7. Exercise period/offer period and process of exercise/acceptance of offer;**

“Exercise Period” means the period of 10 years from the Grant Date, unless the Committee decides otherwise.

A Vested Option shall be deemed to be validly exercised only when the Board/committee receives written and signed notice of Exercise from the Option Grantee and a confirmation that the Exercise Price and applicable taxes has been received from the Option grantee, if applicable.

**8. The appraisal process for determining the eligibility of employees for the scheme(s);**

The appraisal process / eligibility for determining the Employees to whom the options shall be granted, shall be subject to such criteria as may be decided by the Board/ Committee at its sole discretion, including, but not limited to the date on which the Employee joins the Company grade of the Employee, performance, period of service with the Company or subsidiary company criticality or any other criteria, as the Company/Board/Committee determines.

**9. The maximum number of options to be granted per employee and in aggregate:**

The maximum number of Options that may be granted to each employee shall vary depending upon the designation and appraisal assessment process. In case of number of options proposed to be granted to an employee is equal to or exceeds 1% of issued capital of the company at the time of grants of options, approval of shareholders by way of separate resolution in the general meeting shall be obtained.

**10. The Maximum quantum of benefits to be provided per employee under the ESOP 2018:**

Maximum benefit shall refer to the maximum number of options that may be issued per employee. Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP 2018. Accordingly, the maximum quantum of benefit for the employees under the ESOP 2018 is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

**11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;**

ESOP 2018 shall be implemented and administered directly by the company.

**12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;**

ESOP 2018 involves new issue of shares by the company on exercise of stock options.

**13. 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

**14. 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);**

Not applicable

**15. Statement to the effect that the Company shall confirm to the accounting policies specified in Regulation 15.**

Company shall comply with the disclosure requirements and the accounting policies specified in Regulation 15 of SEBI (Share Based and employee benefit and Sweat equity shares) Regulations 2021.

**16. The method which the company shall use to value its options or SARs;**

Company shall adopt Fair Value Method for valuation of employee stock options.

**17. Statement with regard to disclosure in director's report:**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee 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 Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.

**18. Period of lock-in.**

The shares allotted pursuant to the exercise of the Options shall not be subject to any lock-in period.

**19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

The Board/ Committee shall formulate the terms & conditions for buyback, if any, of specified securities, from time to time.

**20. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct.**

The vested Options shall lapse in the following circumstances;

1. If not exercised within the prescribed period as specified under ESOP 2018.
2. In case of termination of employment due to a cause such as professional misconduct, negligence, abandonment and fraud etc as per Company's policy.

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

In the case of termination of employment;

- (i) Due to resignation of an employee, all the Vested Options shall be permitted to be exercised within 180 days from the date of termination or before the expiry of the Exercise Period as per ESOP 2018, whichever is earlier unless the Board/ Committee decides otherwise.
- (ii) Due to death of the employee all the Vested Options shall be permitted to be exercised within 12 months from the date of vesting or before the expiry of the Exercise Period as per ESOP 2018 whichever is earlier unless the Committee decides otherwise and
- (iii) Due to permanent incapacity, all the Vested Options shall be permitted to be exercised within 365 days from the date of termination due to permanent incapacity or before the expiry of the Exercise Period as per ESOP 2018, whichever is earlier unless the Committee decides otherwise.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 6, 12 of the SEBI SBEB Regulations.

ESOP 2018 is available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days till January 11, 2022.

Accordingly, Board of Directors recommends the passing of the Special Resolutions as specified in Item Number 2 and 3 of this Postal Ballot Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is financially or in any other way concerned or interested, in the resolutions set out at Item No. 2 and 3 except to the extent of stock options that are granted or may be granted to them under ESOP 2018.

**BY ORDER OF THE BOARD OF DIRECTORS  
For VIJAYA DIAGNOSTIC CENTRE LIMITED**

Date: 08.11.2021

Place: Hyderabad

Sd/-  
**ANUSHA KANUMURU  
COMPANY SECRETARY**