



VIJAYA[®]
DIAGNOSTIC
CENTRE

May 12, 2025

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

The Corporate Relations Department
BSE Limited
BSE Scrip Code: 543350

Dear Sir/Madam,

Subject: Outcome of the Board Meeting held on Monday, May 12, 2025

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

We hereby inform you that, the Board of Directors at their meeting held today i.e., on **Monday, May 12, 2025**, has inter-alia considered and approved the following:

1. Audited Financial Results

The Audited Standalone and Consolidated Financial Results of the Company for the quarter and year ended March 31, 2025, as per Indian Accounting Standards (“Ind AS”) are enclosed.

Further, pursuant to Regulation 33 of the Listing Regulations, the Audit Reports of the Statutory Auditors on the Standalone and Consolidated Financial Results are also enclosed.

We confirm that the Statutory Auditors of the Company have issued Audit Reports with '**Unmodified Opinion**' on the Audited Financial Results of the Company (Standalone and Consolidated) for the year ended March 31, 2025.

2. Final Dividend

Recommended a final dividend of ₹2/- per equity share i.e., 200% on a face value of ₹1/- per share for the year ended March 31, 2025, subject to approval of the shareholders at the forthcoming Annual General Meeting (“AGM”) of the Company. The dividend shall be credited / warrants thereof dispatched within specified timelines from the conclusion of the AGM. The AGM date and record date for the purpose of the payment of dividend will be announced in due course.



3. Appointment of Interim Chief Financial Officer (CFO)

Appointment of Mr. S. Ramachandra Reddy as Interim Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. May 12, 2025.

Further, in terms of Regulation 30(5) of Listing Regulations, Mr. S. Ramachandra Reddy is authorized by the Board for the purpose of determining materiality of an event or information and making disclosure of the same to the stock exchanges. His contact details are as follows:

Contact Details:	Address: 6-3-883/F, FPA Building, Near Topaz Building, Punjagutta, Hyderabad-500082, Telangana, India. Email: ir@vijayadiagnostic.in Mobile: +91 9100907357
------------------	---

4. Appointment of Chief Technology Officer (CTO)

Appointment of Mr. Lanka Sai Srinivas as Chief Technology Officer (CTO) of the Company w.e.f. May 12, 2025. He will form a part of senior management of the Company.

5. Re-appointment of Cost Auditor

The re-appointment of M/s. Santhosh & Associates, Cost Accountants (Firm Registration No. 003955) as the Cost Auditors of the Company for the Financial Year 2025-26.

*The details required as per SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, for the above point nos. 3 to 5, are enclosed herewith as **Annexure-A**.*

Further, the Nomination and Remuneration Committee of the Board of Directors of the Company, at its meeting held today has granted 1,91,150 (One lakh ninety-one thousand one hundred and fifty only) Employee Stock Options (ESOPs) convertible into 1,91,150 equity shares of face value of ₹1/- each under the “VDCL Employee Stock Option Plan 2018”.

The grant of the above stock options is in line with the provisions of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 as amended from time to time. The Disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure



VIJAYA[®]
DIAGNOSTIC
CENTRE

Requirements) Regulations, 2015 is annexed herewith as **Annexure-B**.

The Board Meeting commenced at 13:15 hrs and concluded at 14:15 hrs.

Kindly take the same on record.

Thanking You.

Yours Faithfully

For **Vijaya Diagnostic Centre Limited**

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



Annexure A

Details Pertaining to Appointment/Re-Appointment

Particulars	S. Ramachandra Reddy	Lanka Sai Srinivas	M/s. Santhosh & Associates, Cost Accountants
Reason for Change	Appointment	Appointment	Re-appointment
Date of appointment	May 12, 2025	May 12, 2025	May 12, 2025
Term of Appointment	NA	NA	For the Financial Year 2025-26
Brief Profile	<p>Mr. S. Ramachandra Reddy is currently serving the Company as General Manager – Finance. He is a professional having over 12 years of experience in Finance operations, Regulatory compliances, financial reporting and MIS & budgeting. He is a Chartered Accountant with a master’s degree in commerce. Previously, he was associated with Dr. Reddy’s Laboratories and Coromandel International.</p>	<p>Lanka Sai Srinivas is a seasoned technology evangelist and IT leader with over 24 years of experience in engineering, healthcare technology leadership, and business operations. With a proven track record of managing IT contracts ranging from \$200M to \$800M, Sai has led large-scale initiatives across applications, infrastructure, security, and cross-business streams for multiple healthcare providers. Sai’s expertise lies in driving strategic initiatives that align technology with business goals to deliver innovative solutions that optimise patient care, enhance operational efficiency, and elevate organisational success on a global scale. Previously, he was associated with UnitedHealth Group and Wipro Limited.</p>	<p>M/s. Santhosh & Associates have extensive experience in the fields of Cost Audits, Cost Compliances, Cost Record maintenance, Cost Consultancy services Corporate Law, Secretarial Compliances, Tax Matter, audit and accountancy covering a wide range of sub activities related to the profession.</p>
Disclosure of Relationships between directors	Not applicable	Not applicable	Not applicable



Annexure-B

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III

S. No.	Particulars	Details
1.	Brief details of options granted	1,91,150 (One lakh ninety-one thousand one hundred and fifty only) Employee Stock Options (ESOPs) granted to the eligible employees of the company under “VDCL Employee Stock Option Plan 2018”
2.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021	Yes
3.	Total number of shares covered by these options	1,91,150 (One lakh ninety-one thousand one hundred and fifty only) of face value of ₹1/- each of the Company
4.	Pricing formula (Exercise Price)	The said ESOPs are being granted at 815/- (Rupees eight hundred and fifteen only) per option. The said price is the average closing price of the shares during the three (3) months preceding the month of the grant date and after providing a discount of 20%.
5.	Options vested	Not applicable <i>Options will start vesting after a period of one (1) year from the date of grant.</i>
6.	Time within which option may be exercised	Options shall be exercised from the date of the respective vesting of options and shall be exercised within the ‘ <u>exercise period.</u> ’ <i>Exercise Period – means the period of Ten (10) years from the grant date.</i>
7.	Options exercised	Not Applicable
8.	Money realized by exercise of options	Not Applicable
9.	The total number of shares arising as a result of exercise of option	Not Applicable
10.	Options lapsed	Not Applicable
11.	Variation of terms of options	Not Applicable
12.	Brief details of significant terms	VDCL Employee Stock Option Plan 2018 (“the plan”) is administered and implemented by the



		<p>Nomination and Remuneration Committee of the Board of Directors in accordance with the plan.</p> <p>The grant of options is based on the eligibility criteria as mentioned in the plan.</p> <p>Other significant terms of the Plan are as follows:</p> <ul style="list-style-type: none"> • Acceptance of the Grant: on or before the "Closing Date" which shall not be more than Thirty (30) days from the date of issuance of Grant Letter. • Minimum Vesting Period: One (1) Year From the date of Grant of ESOPs. • Vesting Schedule: under the plan, the company has formulated a total of six (6) different categories of ESOP schemes for the purposes of vesting and exercise of ESOPs for different categories of employees. The ESOPs shall vest as per the vesting schedule in the manner as defined under the respective scheme. <p>The current grant of ESOPs is being made under the ESOP scheme-4, scheme-5 & scheme-6. For details pertaining to the vesting schedule of the aforesaid schemes, please refer to the note.</p> <ul style="list-style-type: none"> • The Shares arising out of exercise of vested options shall not be locked in.
13.	Subsequent changes or cancellation or exercise of such options	Not Applicable
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable



Note:

S. No.	Particulars	Scheme 4	Scheme 5	Scheme 6
1.	Nature of Options	Time based options	Time based options	Combination of Time based and Performance based options.
2.	Category of employees to be considered	Employees of Support functions (Operations, Finance & Accounts, IT, Strategy, etc.)	Employees of Support functions (Finance & Accounts, IT, Strategy, Operations, etc.)	Senior Management, Sales & Marketing teams
3.	Vesting Schedule	Year 1 – Nil Year 2 – 100%	Year 1 – 25% Year 2 – 25% Year 3 – 50%	Performance Options* (70%) Year 1 – 25% Year 2 – 25% Year 3 – 25% Year 4 – 25% Time Options (30%) Year 1 – Nil Year 2 – 25% Year 3 – 50% Year 4 – 25%

*Performance Options will vest based on the individual performance rating of the employee as assigned during the appraisal process for a particular year, in the manner given below:

Individual performance rating	% of the Performance Options that will vest
Rating 5	100% of the Performance Options will vest
Rating 4	80% of the Performance Options will vest 20% of the Performance Options will lapse
Rating 3	70% of the Performance Options will vest 30% of the Performance Options will lapse