



**VIJAYA**<sup>®</sup>  
**DIAGNOSTIC**  
**CENTRE**

**August 13, 2025**

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 for the 23<sup>rd</sup> Annual General Meeting of Vijaya Diagnostic Centre Limited (“Company”)**

We hereby inform you that the Twenty-Third (23<sup>rd</sup>) Annual General Meeting ("AGM") of the members of the Company will be held on **Friday, September 05, 2025 at 11:00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We enclose herewith the Notice of the AGM to be held on September 05, 2025.

The Notice is also uploaded on the Company's website and can be accessed at:  
<https://www.vijayadiagnostic.com/investors/annual-reports>

Kindly take the above information on your record.

Thanking you.

Yours sincerely,  
**For Vijaya Diagnostic Centre Limited**

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

Encl.: As above

# Notice of 23<sup>rd</sup> Annual General Meeting

Notice is hereby given that the 23<sup>rd</sup> (twenty-third) Annual General Meeting (AGM) of the Members of **Vijaya Diagnostic Centre Limited** ("the Company") will be held on Friday, September 05, 2025 at 11:00 A.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility, to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the Report of Statutory Auditors thereon.
3. To declare final dividend of ₹2 (i.e., 200%) per equity share of face value of ₹1/- each for the financial year ended March 31, 2025.
4. To appoint a director in place of Mr. Sunil Chandra Kondapally (DIN: 01409332), who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

5. **To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2026.**

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration amounting to ₹30,000/- (Rupees Thirty Thousand only) plus applicable taxes & out of pocket expenses, if any, payable to M/s. TSSV Santhosh Kumar, Cost and Management Accountant, (Firm Registration No. 003955) appointed by the Board of Directors as Cost Auditor of the Company for the financial year ending March 31, 2026, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary & Compliance officer of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

6. **To Appoint M/s. Balaramakrishna & Associates, Practicing Companies Secretaries as Secretarial Auditors of the Company for the period of 5 years from FY 2025-26 to FY 2029-30.**

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Audit Committee and Board of Directors, the Members of the Company do hereby appoint M/s Balaramakrishna & Associates, Practicing Company Secretaries having firm registration number S2021TL825900, as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from the financial year 2025-26 to 2029-30, to conduct the Secretarial Audit of the Company for each of the said financial years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to determine and approve the remuneration and other terms and conditions for each year for engagement of M/s Balaramakrishna & Associates and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary & Compliance officer of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

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

Sd/-

**Hansraj Singh**

Company Secretary & Compliance Officer  
Membership No.: F11438

**Date:** July 28, 2025

**Place:** Hyderabad

# Notes

1. Explanatory Statement(s) setting out the material facts pursuant to Section 102(1) of the Companies Act 2013 (“Act”) in respect of special business set forth in the AGM Notice is annexed hereto and forms part of this Notice. The Explanatory Statement also contains the relevant details of the Auditor as required by Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) Further, the term Member(s) or Shareholder(s) are used interchangeably in this Notice.
2. 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. 09/2024 dated September 19, 2024 (collectively referred as “MCA Circulars”), has allowed the Companies to conduct the Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2025. In line with the MCA Circular(s), the Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, in relation to “Relaxation from compliance with certain provisions of the SEBI Listing Regulations” (“SEBI Circular(s)”) has relaxed the applicability of regulation 36(1)(b) of the SEBI Listing Regulations, for Annual General Meetings (AGMs) and regulation 44(4) of the SEBI Listing Regulations for general meetings (in electronic mode) till September 30, 2025. In compliance with the Act, MCA Circular(s) and SEBI Circular, the AGM of the members of the Company is being held through VC/OAVM and the deemed venue for the AGM shall be the registered office of the Company.
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The facility of VC/OAVM, casting votes by a member using remote e-Voting system as well as venue e-voting on the date of the AGM is being provided by e-voting service provider, KFin Technologies Limited (“KFin”).
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the meeting and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company, maintain by depository will be entitled to vote at the AGM.
8. Pursuant to Section 113 of the Act, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means. Institutional/Corporate Shareholders are required to send a scanned copy of their Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/Authorization shall be sent to Scrutinizer by email at [balaramdesina@gmail.com](mailto:balaramdesina@gmail.com) and to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com) with a copy marked to [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)
9. All documents referred to in the accompanying Notice shall be open for inspection electronically by the members by writing an email to the Company Secretary to [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)
10. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)
11. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants.
12. The final dividend as recommended by the Board, if approved at the ensuing AGM, will be paid to those members whose names appear on the

list of beneficial ownership as furnished by the Depositories on the Record Date i.e. Friday, August 29, 2025. Members are requested to update their bank account details with their respective Depository Participants for receipt of dividend payment by the Company.

13. Pursuant to the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, issued to Registrar and Transfer Agents, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and other related SEBI circulars, it has been mandated that, with effect from April 1, 2024, dividends to security holders holding shares in physical form shall be paid **only through electronic mode**. Such electronic payment shall be made **only after** the eligible shareholders holding physical shares have furnished their **PAN, contact details (including postal address with PIN and mobile number), bank account details, specimen signature**, and other requisite information for their corresponding physical folios with the Company or its Registrar and Transfer Agent (RTA).
14. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source at time of paying dividend to the Members at the prescribed rates on the said Record Date. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by 5 p.m. IST till August 27, 2025. Where any entity/person is entitled for exemption from TDS, TDS will not be deducted/deducted at lower rates provided such shareholder/entity provides valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. issued by the Indian tax authorities) by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by 5 p.m. IST till August 27, 2025. Any documents/communication on the tax determination/deduction received after August 27, 2025, shall not be considered. **Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, the concerned Shareholder may still have the option of claiming refund at the time of filing the income tax return (provided

a valid PAN is registered with the RTA or DP). No claim shall lie against the Company for such taxes deducted. In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder would be responsible to indemnify the Company and provide the Company with all information/documents and co-operation in any appellate proceedings.

15. In line with the aforesaid MCA Circular(s) and SEBI Circular(s), Notice of the AGM along with the Annual Report for the year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website viz. <https://www.vijayadiagnostic.com/investors/annual-reports>, and on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of KFin at <https://evoting.kfintech.com>.
16. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s).
17. Members holding shares in dematerialised mode, who have not registered/updated their PAN, KYC details and nomination are requested to register/update the same with the respective Depository Participants.
18. For Members who have not registered their email address, the Annual Report, Notice of AGM and e-voting instructions cannot be serviced. In such case, member may send an e-mail request at the mail id [einward.ris@kfintech.com](mailto: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 for sending the Annual report, Notice of AGM and the e-voting instructions along with User id and password, as applicable.
19. In accordance with the applicable MCA and SEBI Circulars, the Notice convening the 23<sup>rd</sup> Annual General Meeting (AGM) along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent (RTA), Depositories or Depository Participants. For Members who have not registered their e-mail addresses, a letter will be dispatched by the Company providing a **web-link**, including the exact **path** where the Notice of the AGM and the Annual Report can be accessed. Members who

wish to receive a **physical copy** of the Notice of the AGM and the Annual Report may request the same by writing to the Company at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in), by mentioning their **Folio Number/DP ID and Client ID**. The Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) along with the Annual Report for the financial year 2024–25 is also available on the website of the Company at <https://www.vijayadiagnostic.com/investors/annual-reports>, and on the websites of the Stock Exchanges where the securities of the Company are listed, namely BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the NSE at [www.nseindia.com](http://www.nseindia.com). Additionally, the Notice and Annual Report are available on the website of KFin at <https://evoting.kfintech.com>.

## 20. IEPF RELATED INFORMATION:

- a) Shareholders/Members are requested to note that dividends remaining unclaimed for a consecutive period of seven years from the date of transfer to the Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.
- b) In view of above Shareholders/Members are requested to claim their dividends from the Company, within the stipulated timeline as prescribed under the Companies act 2013 (**the Act**). In the event of transfer of shares and the unclaimed dividends to IEPF, Members may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
- c) Members intending to claim their unclaimed dividends are requested to correspond with the KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or write to the Company at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)

## 21. PROCEDURE FOR E-VOTING:

- a) Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI Listing Regulations (as amended from time to time), the Company is providing facility to its members holding shares as on Cut-off date i.e., Friday, August 29, 2025 to exercise their right to vote by way of electronic means on all the resolutions as set forth in the accompanying AGM Notice through e-Voting service provider KFin Technologies Limited ("**KFin**").
- b) The remote e-Voting period commences on Tuesday, September 02, 2025, from 9:00 a.m. and ends on Thursday, September 04, 2025, at 5:00 p.m. The e-voting module shall be disabled by KFin for voting thereafter. Once the shareholder casts

the vote on a resolution, the shareholder shall not be allowed to change it subsequently.

- c) Members may cast their vote during the above-referred remote e-voting period. Further, the facility to e-vote at the AGM will be provided to the Members who have not cast their vote during remote e-voting period.
- d) A member may participate in the AGM even after exercising his right to vote through remote e-voting prior to the AGM but shall not be allowed to vote again at the AGM.
- e) Any person holding shares in physical form and Non Individual shareholders, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he/she is already registered for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode".
- g) The Board of Directors has appointed Mr. D. Balaram Krishna, Practising Company Secretary (FCS: 8168, CP No. 22414) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- h) The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated scrutinizer report of the total votes cast in favour and against the resolution(s) has/have been carried or not, to the chairman or any other person authorised by him in writing.
- i) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com) and on the website of KFin <https://evoting.kfintech.com> immediately after the result is declared. The Company shall simultaneously forward the results to NSE and BSE where the securities of the Company are listed.
- j) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., September 05, 2025.

## 22. PROCESS FOR E-VOTING AND JOINING E-AGM:

The detailed process and manner for remote e-Voting and e-AGM 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 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

### 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	<p><b>1. User already registered for IDeAS facility may follow the following procedure:</b></p> <ol style="list-style-type: none"><li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting.</li><li>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.</li><li>Click on “Active E-voting Cycles” option under E-voting.</li><li>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.</li></ol> <p><b>2. User not registered for IDeAS e-Services may follow the following procedure:</b></p> <ol style="list-style-type: none"><li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</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 point 1 above, to cast your vote.</li></ol>

**STEP 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode: (Contd.)**

Type of shareholders	Login Method
	<p><b>3. Alternatively, the users may directly access the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>i. Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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 screen.</li> <li>iv. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. <b>KFin</b>.</li> <li>v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> <p><b>4. NSDL Speede app:</b></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><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing users who have opted for Easi/Easiest may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login with your registered user id and password.</li> <li>iv. The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. KFinTech e-Voting portal.</li> <li>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.</li> </ol> <p><b>2. User not registered for Easi/Easiest may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a></li> <li>ii. Proceed to complete registration using your DP ID/Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow steps given under point 1 above to cast your vote.</li> </ol>

**STEP 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode:** (Contd.)

Type of shareholders	Login Method
	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your Demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>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.</li> </ol>
<b>Individual Shareholders (holding shares in demat mode) login through their demat accounts/Website of Depository Participant.</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

- 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. – AGM" 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).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [balaramdesina@gmail.com](mailto:balaramdesina@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVEN No".

**B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM 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](mailto: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 Annual report, Notice of AGM and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**STEP 3: Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company or the company name and click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome

(preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop, connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in) Questions/queries received by the Company till September 01, 2025 shall only be considered and responded during the AGM.

#### Instructions for e-voting during AGM:

- i. The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the “instapoll” page.
- ii. Members need to click on the “instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. Only those shareholders, who are present in the AGM and have not cast their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

### 23. OTHER INSTRUCTIONS:

- i. **Speaker Registration:** The Members who wish to speak during the AGM may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select ‘Speaker Registration’ for registration which will be opened from Monday, September 01, 2025, 9:00 a.m. IST to Tuesday, September 02, 2025, 5:00 p.m. IST. Members shall be provided with a queue number’ before the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.
- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On

successful login, select ‘Post Your Question’ option which will be open from Monday, September 01, 2025, 9:00 a.m. IST to Wednesday, September 03, 2025, 5:00 p.m. IST.

- iii. 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> (KFintech Website) or contact Mr. Mohammed Shanoor on +91 40 6716 1767 or call KFin’s toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 29, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the Member casts the vote on a resolution, the Member shall not be allowed to change it subsequently.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

**1. Example for NSDL:** MYEPWD <SPACE> XXXX IN12345612345678

**2. Example for CDSL:** MYEPWD<SPACE> XXXX 1402345612345678

**3. Example for Physical:** MYEPWD <SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

### 24. GENERAL INSTRUCTIONS:

- a) The Company has appointed Mr. Balarama Krishna Desina, Practising Company Secretary, Hyderabad (FCS No. 8168, CP. No. 22414) to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner. The Scrutinizer

will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before September 08, 2025 and will also be displayed on the website of the Company at [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

- b) All communications relating to equity shares/ AGM are to be addressed to the Company's RTA at KFin Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana State, India, Toll free Number 1800 309 4001, e-Mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), website: [www.kfintech.com](http://www.kfintech.com).
- c) As an ongoing endeavour to enhance Investor experience and leverage new technology, our KFinTech have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

**Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest

and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>.

**eSign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFin is the only RTA which has enabled the option and can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>.

**KYC Status:** Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>.

**KPRISM:** A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>.

# Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

The following Explanatory Statement sets out all material facts relating to Item Nos. 5 and 6 mentioned in the accompanying Notice and should be taken as forming part of the Notice.

## ITEM NO. 5:

As per the provisions of Section 148 of the Act and relevant Rules made thereunder, Company is required to get the cost accounting records audited by a Cost & Management Accountant. Accordingly the Board of Directors of the Company in their meeting held on May 12, 2025, on recommendation of the Audit Committee, has approved the appointment of the Cost Auditors namely M/s. Santhosh & Associates, (Firm Registration No. 003955), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, at a remuneration of ₹30,000/- (Rupees Thirty Thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the Cost Audit.

Pursuant to Rule 14 of the Companies (Audit and Accounts) Rules, 2014, the members of the Company have to ratify the remuneration payable to the Cost Auditor, as approved by the Board of Directors. Accordingly, the members' approval, to ratify the remuneration as approved or fixed by the Board for FY 2025-26, is sought for item no. 5 of the AGM notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of this AGM Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 of the Notice for approval of the Members.

## ITEM NO. 6:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's Report prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments in Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its Annual Report.

The Board of Directors of the Company, at their meeting held on July 28, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Balaramakrishna & Associates, Practicing Company Secretaries having firm registration number S2021TL825900, as the Secretarial Auditor of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting, on the following terms and conditions:

- (i) **Term of Appointment:** For a term of five (5) consecutive financial years, commencing from FY 2025–26 to FY 2029–30.
- (ii) **Proposed Fees:** In the range of ₹50,000/- to ₹1,50,000/- per annum, plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Secretarial Audit for the financial year 2025–26. For subsequent years of the term, the fee shall be determined by the Board, based on the recommendation of the Audit Committee and in consultation with the Secretarial Auditor. The proposed fees have been determined considering the knowledge, expertise, industry experience, time involvement, and efforts required, and are in line with the prevailing industry benchmarks.

In accordance with the provisions of the Companies Act and the SEBI Listing Regulations, M/s. Balaramakrishna & Associates, Practicing Company Secretaries, have provided their consent to the proposed appointment and confirmed their eligibility. They have further affirmed that the said appointment, if made, would be within the limits prescribed by ICSI.

M/s. Balaramakrishna & Associates have confirmed that they are not disqualified from being appointed as the Secretarial Auditor under the provisions of the Companies Act, the Listing Regulations, the Company Secretaries Act, 1980, and the applicable SEBI circulars. The firm also holds a valid Peer Review Certificate issued by the ICSI.

## Brief Profile of M/s Balaramakrishna & Associates:

M/s. Balaramakrishna & Associates is a Hyderabad-based firm of Practicing Company Secretaries, led by Mr. Balarama Krishna Desina, a Fellow Member of ICSI and an empanelled Peer Reviewer. The firm brings over 15 years of experience in corporate law, secretarial compliance, and NBFC regulations.

The firm specializes in a wide array of professional services, including corporate compliance and

advisory in accordance with the Companies Act, SEBI regulations, and other applicable laws. It offers secretarial audit and due diligence services, including various certifications and compliance checks. The firm is well-versed in capital market and listing compliances, providing end-to-end support including liaison with stock exchanges. It also handles mergers, acquisitions, corporate restructuring, and amalgamations.

The firm has a proven track record of offering high-quality services to both listed and unlisted companies across multiple sectors and is committed to upholding professional excellence through continuous learning and peer-reviewed practices.

#### **Rationale for recommendations (Credentials):**

The recommendations are made in accordance with the fulfillment of eligibility criteria and qualifications prescribed under the relevant Act, Rules, and Listing Regulations, considering factors such as the number of audits conducted, technical expertise and experience of

the individual, the audit team's capability, independent evaluations, audit experience with large listed entities, and the assessment of the quality of previous audit work performed by the individual.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed Ordinary Resolution set forth in Resolution No. 6 of this Notice, except to the extent of their shareholding in the Company, if any.

Considering the experience and expertise of M/s Balaramakrishna & Associates, Practicing Company Secretary, and based on the recommendation of the Audit Committee, the Board of Directors proposes their appointment as the Secretarial Auditor of the Company for a term of five consecutive years, covering the financial years from 2025-26 to 2029-30. The Board accordingly recommends the approval of the Ordinary Resolution detailed in Resolution No. 6 of this Notice by the members of the Company.

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

Sd/-  
**Hansraj Singh**  
Company Secretary & Compliance Officer  
Membership No.: F11438

**Date:** July 28, 2025

**Place:** Hyderabad

# Annexure to Notice

## Details of Director Seeking Appointment/Re-Appointment as Required Under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Secretarial Standards:

Name of Director	Mr. Sunil Chandra Kondapally
Director Identification Number	01409332
Date of Birth & Age (As on March 31, 2025)	July 20, 1975 50 years
Date of first Appointment	05-06-2002
Qualification	He holds a bachelor's degree in science and electrical engineering from Florida State University.
Category/Designation	Whole-time Director
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being reappointed as a Director liable to retire by rotation and all other terms of his appointment including remuneration as Executive Director shall remain same.
Remuneration paid for FY 2024-25	₹ 1,00,00,000/-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Sunil Chandra Kondapally is related to the following: <ol style="list-style-type: none"> <li>Dr. Sura Surendranath Reddy Executive Chairman - Father</li> <li>Ms. Sura Suprita Reddy Managing Director &amp; CEO - Sister</li> <li>Mrs. Sura Geeta Reddy Non-Executive Director - Mother</li> </ol>
Brief Resume and expertise in specific functional area	Mr. Sunil Chandra Kondapally is the Executive Director of our Company. He has been associated with our Company since incorporation. He holds a bachelor's degree in science in electrical engineering from Florida State University. He has over 18 years of experience in the field of pharmaceutical industry. He founded a pharmaceutical services Company Trikona Pharmaceuticals Private Limited in 2016 and QPS Bioserve India Private Limited in 2004 and, which focuses on the development of innovative pharma chemical products.  He has worked in operations, quality accreditation, finance, marketing and network expansion departments of our Company since its incorporation.
Directorships held in other Companies as on March 31, 2025	He holds Directorship in below mentioned Companies: <ol style="list-style-type: none"> <li>Medinova Diagnostic Services Limited</li> <li>P H Diagnostic Centre Private Limited</li> <li>Kshetra Agritech Private Limited</li> <li>Summit Nutraceuticals Private Limited</li> <li>Trikona Pharmaceuticals Private Limited</li> <li>Vijaya Hospitals Private Limited</li> <li>Barina Resorts Private Limited</li> </ol>

Chairman/Member of the Committee of the Board of Directors of the Company*	1. Stakeholders Relationship Committee - Member 2. Risk Management Committee - Chairman & Member 3. Corporate Social Responsibility Committee - Member
No. of Board Meetings attended during the financial year	He has attended Three (3) Board Meetings during the financial year 2024-25.
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2025*	Nil
No. of Equity Shares of ₹1/- held in the Company as on 31.03.2025	81,86,388 Equity Shares of ₹1/- each.
Names of Listed Entities from which the director has resigned during last three years	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

\*Private companies, Section 8 companies and foreign companies are not included