



**VIJAYA
DIAGNOSTIC
CENTRE**

April 28, 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: Voting Results and Scrutinizer's Report of the meeting of the Equity Shareholders of Vijaya Diagnostic Centre Limited held on Friday, April 25, 2025, pursuant to the order of the Hon'ble National Company Law Tribunal, Hyderabad bench

We refer to our letter dated March 25, 2025 wherein the Company had submitted the notice convening the meeting of the Equity Shareholders of the Company in relation to the Meeting of the Equity Shareholders of Vijaya Diagnostic Centre Limited to be held on Friday, April 25, 2025, at 12:00 Noon (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM), as per the directions of Hon'ble National Company Law Tribunal, Hyderabad Bench ('Tribunal') vide its Order dated March 05, 2025 ("Order").

In this regard, we furnish the following:

1. Consolidated Voting Results of the Remote e-voting and e-voting at the Meeting as per the format prescribed under Regulation 44(3) of the (SEBI Listing Regulations) – **Annexure - I**
 - (i) Majority of persons representing three-fourth in value – including promoter and promoter group); and
 - (ii) Majority of public shareholders - excluding promoter and promoter group.
2. The Scrutinizer's Report dated April 26, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014 – **Annexure – II**



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The resolution has been passed with requisite majority by the Equity Shareholders of the Company.

The Voting Results along with the Scrutinizer's Report(s) will be available on the Company's website at www.vijayadiagnostic.com and on the website of KFin at <https://evoting.kfintech.com>.

Kindly take the same on record.

Yours faithfully,
For Vijaya Diagnostic Centre Limited

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

Encl: As above



Annexure - I

Voting Results of the Meeting

Name of the Company	Vijaya Diagnostic Centre Limited
Date of the Meeting	Friday, April 25, 2025
Cut-off Date	Friday, April 18, 2025
Total number of Shareholders as on cut-off date	65,418
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoter Group	0
Public	0
No. of shareholders attended the meeting through video conferencing	56
Promoters and Promoter Group	5
Public	51
No. of Resolution considered in the Meeting	1

Resolution	Approval of the Scheme of Amalgamation between Medinova Diagnostic Services Limited (Transferor Company) and Vijaya Diagnostic Centre Limited (Transferee Company) and their respective Shareholders and Creditors (Scheme) under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder.
Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution	Yes



Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes-against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/ (1)] *100	(4)	(5)	(6) = [(4)/ (2)] *100	(7) = [(5)/ (2)] *100
Promoter and Promoter Group	E-Voting	5,44,52,053	5,44,10,917	99.92	5,44,10,917	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		5,44,52,053	5,44,10,917	99.92	5,44,10,917	0	100.00
Public Institutions	E-Voting	4,42,49,621	4,21,93,338	95.35	4,21,93,338	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4,42,49,621	4,21,93,338	95.35	4,21,93,338	0	100.00
Public non-institutions	E-Voting	39,34,604	3,873	0.10	3,823	50	98.71	1.29
	Poll		68,874	1.75	68,874	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		39,34,604	72,747	1.85	72,697	50	99.93
TOTAL		10,26,36,278	9,66,77,002	94.19	9,66,76,952	50	100.00	0.00
Whether resolution is passed or not		Yes						

Details of Invalid votes

Category	No. of Shares
Promoter and Promoter Group	0
Public Institutions	0
Public non-institutions	0



**VIJAYA
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Voting Results of the Meeting - Public Shareholders

Name of the Company	Vijaya Diagnostic Centre Limited
Date of the Meeting	Friday, April 25, 2025
Cut-off Date	Friday, April 18, 2025
Total number of Shareholders as on cut-off date	65,418
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoter Group	0
Public	0
No. of shareholders attended the meeting through video conferencing	51
Promoters and Promoter Group	0
Public	51
No. of Resolution considered in the Meeting	1

Resolution	Approval of the Scheme of Amalgamation between Medinova Diagnostic Services Limited (Transferor Company) and Vijaya Diagnostic Centre Limited (Transferee Company) and their respective Shareholders and Creditors (Scheme) under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder.
Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution	Yes



Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes-against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/ (1)] *100	(4)	(5)	(6) = [(4)/ (2)] *100	(7) = [(5)/ (2)] *100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public Institutions	E-Voting	4,42,49,621	4,21,93,338	95.35	4,21,93,338	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4,42,49,621	4,21,93,338	95.35	4,21,93,338	0	100.00
Public non-institutions	E-Voting	39,34,604	3,873	0.10	3,823	50	98.71	1.29
	Poll		68,874	1.75	68,874	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		39,34,604	72,747	1.85	72,697	50	99.93
TOTAL		4,81,84,225	4,22,66,085	87.72	4,22,66,035	50	100.00	0.00
Whether resolution is passed or not		Yes						

Details of Invalid votes

Category	No. of Shares
Promoter and Promoter Group	0
Public Institutions	0
Public non-institutions	0

CS M.V. Padmaja Kalyani
Advocate

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Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

(Equity Shareholders of Vijaya Diagnostic Centre Limited)

(Voting through remote e-voting / e-voting, KFin)

(Pursuant to the common order passed by the National Company Law Tribunal,
Hyderabad Bench-II, dated March 5, 2025)

In the matter of scheme of Amalgamation between
Medinova Diagnostic Services Limited (Transferor Company)
with and into
Vijaya Diagnostic Centre Limited (Transferee Company)

To,
Ms. Syeda Adiba Fatima
The Chairperson Appointed by the Hon'ble National Company Law Tribunal,
Hyderabad Bench at Hyderabad, for the meeting of the Equity Shareholders of
Vijaya Diagnostic Centre Limited

Dear Ma'am,

Sub: Submission of Combined report of Scrutinizer on Voting results for Remote
E-Voting & E-Voting for the Hon'ble National Company Law Tribunal
(NCLT) Convened Meeting of Equity Shareholders of Vijaya Diagnostic
Centre Limited (Transferee Company) through Video Conferencing/ Other
Audio Visual Means.

Ref: As per CA (CAA) NO. 10/230/HDB/2025, the Hon'ble Tribunal vide its order
dated March 5, 2025, ordered a meeting of the Equity Shareholders of Vijaya
Diagnostic Centre Limited (Transferee Company)

I, M V Padmaja Kalyani, Advocate and Company Secretary, appointed as the
Scrutinizer by the Hon'ble National Company Law Tribunal, Hyderabad Bench at
Hyderabad vide its order dated March 05, 2025, in CA (CAA) NO. 10/230/HDB/2025
for the purpose of scrutinizing Remote E-voting process commencing 09:00 AM (IST)
on Monday, April 21, 2025, and closing at 05:00 PM (IST) on Thursday, April 24, 2025
and Electronic voting through Video Conferencing (VC)/ Other Audio-Visual Means
(OVAM) at the meeting held on Friday, April 25, 2025 at 12:00 Noon (IST) on the



resolution seeking approval of the Equity Shareholders of Vijaya Diagnostic Centre Limited (Transferee Company) for the proposed Scheme of Amalgamation between Medinova Diagnostic Services Limited (Transferor Company) and Vijaya Diagnostic Centre Limited (Transferee Company) and their respective Shareholders and Creditors (Scheme) in terms of the notice dated March 25, 2025 convening the meeting ("the Resolution") in terms of the provisions of Section 108 of the Companies Act, 2013 (hereinafter the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has ensured compliance with respect to the provisions of the Companies Act 2013 and other relevant subordinate legislation relating to remote e-voting through KFin by the Equity Shareholders of the Company on the resolution contained in the notices. Further as a Scrutinizer, I have ensured that the e-voting process of the meeting is conducted in a fair and transparent manner and based on the auto generated Final voting report downloaded from my login in the KFin website, I have prepared the report containing the total votes casted 'In favour' and "against" on the said resolution.

I hereby submit by report as under:

1. CUT-OFF DATE

Notices were issued to Equity shareholders whose names appeared in the Register of Members/ Register of Beneficial Owners maintained by the Depositories as on March 14, 2025, and voting rights were reckoned on April 18, 2025, being the cut-off date for the purpose of deciding the entitlements of Equity Shareholders to cast their vote through e-voting.

2. DISPATCH OF NOTICE

As required under the provisions of the Companies Act 2013 read with rules made thereunder, the Notice dated March 25, 2025 as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolution passed at the Hon'ble National Company Law Tribunal (NCLT) Convened meeting of Equity Shareholders of Vijaya Diagnostic Centre Limited through video conferencing ("VC")/ other audio visual means ("OAVM") along with the process of electronic voting at the meeting and the Remote e-voting through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and through Postal Services whose Email addresses were not registered with the Company and/ or Depositories in compliance with the requirements prescribed by



the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of e-voting vide General Circular No. 09/2024 dated 19.09.2024 and by SEBI vide Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. The company has also published the meeting advertisement on the website of the Company at www.vijayadiagnostic.com and website of the stock exchanges, BSE Limited and National Stock Exchange of India Limited as well as in Business Standard (All India Editions) (English), and Nava Telangana (Hyderabad Editions) (Telugu) newspapers on March 25, 2025.

3. The resolution as set out in the notice is reproduced below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company law Tribunal, Hyderabad Bench, (NCLT) or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Amalgamation of Medinova Diagnostic Services Limited (Transferor Company) with Vijaya Diagnostic Centre Limited (Transferee Company) and their respective Shareholders and Creditors on a going concern basis with effect from April 01, 2024 (First Day of April, Two Thousand and Twenty Four) being the Appointed Date, as placed before the Meeting and initialed by the Chairperson for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper".



4. E-VOTING:

a. Agency:

The Company appointed KFin Technologies Limited ("KFin") as the authorized e-voting agency for providing the e-voting platform, i.e., remote e-voting as well as e-voting at the Meeting.

b. Attendance and voting:

A combined total of 329 Equity Shareholders voted on the resolution by way of remote e-voting as well as e-voting at the Meeting. Out of the said 329 Equity Shareholders, 305 Equity Shareholders voted through remote e-voting and 23 Equity Shareholders voted at the Meeting and 1 Equity Shareholder abstained from voting. The said 329 Equity Shareholders held 9,66,77,032 equity shares of ₹1/- each as on April 18, 2025, being the cut-off date. Further, 56 Equity Shareholders attended and participated in the Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

c. Remote E-voting and E-voting at the Meeting:

The Company provided remote e-voting facility to its Equity Shareholders to vote on the Resolution, which commenced at 9.00 a.m. (IST) on Monday, April 21, 2025, and close at 5.00 p.m. (IST) on Thursday, April 24, 2025. Further, the e-voting facility was also made available to the Equity Shareholders who did not cast their vote through remote e-voting

Equity Shareholders, who were present in the Meeting through VC/ OAVM facility and who did not cast their vote on the Resolution through remote e-voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting.

d. Counting Process:

On completion of voting at the meeting, KFin provided us the

- i. List containing particulars of Equity Shareholders who voted through remote e-voting; and
- ii. List containing particulars of Equity Shareholders present in the Meeting and voted thereat through e-voting.

I downloaded the said data in the presence of two witness, Mr. Vijay and Ms. Amita, both residents of Hyderabad.



I reconciled votes with the records maintained by the Company and the results of the voting seeking approval of Equity Shareholders of the Company to the proposed scheme are as below:

5. E-VOTING RESULT:

i. VOTED IN FAVOR OF THE RESOLUTION:

Mode of voting	Number of Equity Shareholders who voted (In Favour)	% of the total number of Equity Shareholders who voted (In Favour)	Number of valid votes cast by them (Number of shares) (In Favour)	% total number of valid votes cast (In Favour)
Remote E-voting	299	99.93%	9,66,08,078	99.93%
E-voting at the meeting	23	0.07%	68,874	0.07%
Total	322	100.00%	9,66,76,952	100.00%

ii. VOTED AGAINST THE RESOLUTION:

Mode of voting	Number of Equity Shareholders who voted (Against)	% of the total number of Equity Shareholders who voted (Against)	Number of valid votes cast by them (Number of shares) (Against)	% total number of valid votes cast (Against)
Remote E-voting	6	0.00%	50	0.00%
E-voting at the meeting	0	0.00%	0	0.00%
Total	6	0.00%	50	0.00%



iii. INVALID VOTES:

Mode of voting	Number of members voted	Number of votes declared invalid
Remote E-voting	0	0
E-voting at the meeting	0	0
Total	0	0

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

Further, in compliance with the SEBI Master-Circular No. SEBI/HO/CFD/POD-2/CTR/2023/93 dated June 20, 2023, the Resolution placed before the public equity shareholders and the results of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the public equity shareholders of the Company are given below:

The result of remote e-voting prior to the Meeting and e-voting during the Meeting of public equity shareholders (excluding promoter and promoter group) provided by KFin, on the resolution is as follows:

i. VOTED IN FAVOR OF THE RESOLUTION (PUBLIC HOLDING):

Mode of voting	Number of Equity Shareholders who voted (In Favour)	% of the total number of Equity Shareholders who voted (In Favour)	Number of valid votes cast by them (Number of shares) (In Favour)	% total number of valid votes cast (In Favour)
Remote E-voting	294	99.84%	4,21,97,161	99.84%
E-voting at the meeting	23	0.16%	68,874	0.16%



Total	317	100.00%	4,21,97,211	100.00%
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ii. VOTED AGAINST THE RESOLUTION (PUBLIC HOLDING):

Mode of voting	Number of Equity Shareholders who voted (Against)	% of the total number of Equity Shareholders who voted (Against)	Number of valid votes cast by them (Number of shares) (Against)	% total number of valid votes cast (Against)
Remote E-voting	6	0.00%	50	0.00%
E-voting at the meeting	0	0.00%	0	0.00%
Total	6	0.00%	50	0.00%

iii. INVALID VOTES (PUBLIC HOLDING):

Mode of voting	Number of members voted	Number of votes declared invalid
Remote E-voting	0	0
E-voting at the meeting	0	0
Total	0	0

In addition to the above requirements under Section 230-232 of the Act, as per Rule 10(b) of the SEBI Master Circular No. SEBUHO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favor of the resolution are more than the number of votes cast by the Public Shareholders against it.



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Advocate

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6. In view of the above scrutiny, I hereby certify and report that the resolution has been passed with requisite majority by the Equity Shareholders of the Company.
7. The list of Equity Shareholders who voted "IN FAVOUR", "AGAINST" and all other relevant electronic records relating to the remote e-voting and e-voting at the meeting have been handed over to the Company for safekeeping.
8. Based on the above information, you may accordingly declare the results.

Thanking you.

Yours faithfully



M.V. PADMAJA KALYANI
ADVOCATE
Flat No.207, Vaibhav Kunj Apts,
Lower Tank Bund, Hyderabad - 500080

CS M V Padmaja Kalyani

Advocate

Scrutinizer for the meeting of the Equity Shareholders of Vijaya Diagnostic Centre Limited

Place: Hyderabad

Date: 26-04-2025