



**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 Unsecured Creditors 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 Unsecured Creditors of the Company in relation to the Meeting of the Unsecured Creditors of Vijaya Diagnostic Centre Limited to be held on Friday, April 25, 2025, at 1:00 P.M. (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. Voting Results of remote e-voting and e-voting at the meeting (Regulation 44) of SEBI Listing Regulations, *Annexure – I*
2. The Scrutinizer's Report dated April 26, 2025, on the results of the Meeting of Unsecured Creditors of the Company is enclosed as *Annexure – II*

The resolution has been passed with requisite majority by the Unsecured Creditors of the Company.



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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



Vijaya Diagnostic Centre Limited - NCLT Convened Meeting of the Unsecured Creditors - Voting Results of the Meeting

Date of the Meeting	Friday, April 25, 2025
Cut-off Date	Friday, December 20, 2024
Total number of Unsecured Creditors on record date	234
No. of Unsecured Creditors present in the meeting either in person or through proxy:	0
Promoters and Promoter Group	0
Public	0
No. of Unsecured Creditors who attended the meeting through video conferencing	18
Promoters and Promoter Group	0
Public	18

Resolution required: (Ordinary/ Special/ Requisite Majority)	Requisite Majority
Whether promoter/ promoter group are interested in the agenda/ resolution	Yes
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.



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	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 non-institutions	E-Voting	44,76,95,478	39,53,26,503	88.30	39,53,26,503	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		44,76,95,478	39,53,26,503	88.30	39,53,26,503	0	100.00
TOTAL		44,76,95,478	39,53,26,503	88.30	39,53,26,503	0	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]

(Unsecured Creditors 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,
Syeda Adiba Fatima
The Chairperson Appointed by the Hon'ble National Company Law Tribunal,
Hyderabad Bench at Hyderabad, for the meeting of the Unsecured Creditors 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 Unsecured Creditors 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 Unsecured Creditors 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 01:00 P.M. (IST) on the



resolution seeking approval of the Unsecured Creditors 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 Unsecured Creditors 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 the Unsecured Creditors whose names appeared in the Register maintained by the Company as on December 20, 2024, and voting rights were reckoned on December 20, 2024, being the cut-off date for the purpose of deciding the entitlements of Unsecured Creditors 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 unsecured creditors in respect of the below mentioned resolution passed at the Hon'ble National Company Law Tribunal (NCLT) Convened meeting of Unsecured Creditors 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 and through Postal Services whose Email addresses were not registered with the Company 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”.

Padma

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 19 Unsecured Creditors voted on the resolution by way of remote e-voting as well as e-voting at the Meeting. Out of the said 19 Unsecured Creditors, the entire 19 Unsecured Creditors voted through remote e-voting. The said 19 Unsecured Creditors held an outstanding amount of ₹39,53,26,503/- as on December 20, 2024, being the cut-off date. Further, 18 Unsecured Creditors 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 Unsecured Creditors 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 Unsecured Creditors who did not cast their vote through remote e-voting.

Unsecured Creditors, 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 Unsecured Creditors who voted through remote e-voting; and
- ii. List containing particulars of Unsecured Creditors 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.


Padma

I reconciled votes with the records maintained by the Company and the results of the voting seeking approval of Unsecured Creditors 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 Unsecured Creditors who voted (In Favour)	% of the total number of Unsecured Creditors who voted (In Favour)	Number of valid votes cast by them (In terms of Value) (In Favour)	% total number of valid votes cast (In Favour)
Remote E-voting	19	100%	39,53,26,503	100%
E-voting at the meeting	0	0	0	0
Total	19	100%	39,53,26,503	100%

ii. VOTED AGAINST THE RESOLUTION:

Mode of voting	Number of Unsecured Creditors who voted (Against)	% of the total number of Unsecured Creditors who voted (Against)	Number of valid votes cast by them (In terms of Value) (Against)	% total number of valid votes cast (Against)
Remote E-voting	0	0	0	0
E-voting at the meeting	0	0	0	0
Total	0	0	0	0



iii. INVALID VOTES:

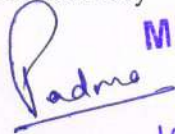
Mode of voting	Number of Unsecured Creditors	Number of votes declared invalid (In terms of Value)
Remote E-voting	0	0
E-voting at the meeting	0	0
Total	0	0

Note: The above Table contains votes that are invalid for lack of authorization documents.

6. In view of the above scrutiny, I hereby certify and report that the resolution has been passed with requisite majority by the Unsecured Creditors of the Company.
7. The list of Unsecured Creditors 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



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ADVOCATE
Flat No.207, Vaibhav Kunj Apts,
Lower Tank Bund, Hyderabad - 500080

CS M V Padmaja Kalyani

Advocate

Scrutinizer for the meeting of the Unsecured Creditors of Vijaya Diagnostic Centre Limited

Place: Hyderabad

Date: 26-04-2025