VIJAYA DIAGNOSTIC CENTRE®

May 29, 2023

To,
Listing Department
National Stock Exchange Of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051
NSE Symbol. VIJAYA

To,
The Corporate Relations Department
BSE Limited
Phiroz Jeejeebhoy Towers,
25th floor, Dalal Street,
Mumbai - 400 001
BSE Scrip Code. 543350

Dear Sir/Madam,

Subject: Outcome of the Board Meeting held on 29th May 2023.

Ref: Regulation 33 read with Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations" or "SEBI (LODR) Reg., 2015") as amended from time to time.

We hereby inform you that, the Board of Directors in their meeting held today i.e., on **Monday, May 29, 2023,** has inter-alia considered and approved:

1. The Audited Financial Results of the Company for the quarter and year ended March 31, 2023. In terms of the above, we are enclosing herewith the following:

   a. Audited Consolidated Financial Results of the Company and its subsidiaries for the quarter and year ended March 31, 2023, as per Indian Accounting Standards ("Ind AS").

   b. Audited Standalone Financial Results of the Company for the quarter and year ended March 31, 2023, as per Indian Accounting Standards ("Ind AS").

   Pursuant to Regulation 33 of the Listing Regulations, the Audit Reports of the Statutory Auditors on the financial results as mentioned at point nos. a & b are also enclosed.

   We would like to 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, 2023.

2. Recommendation of dividend of Re. 1/- per equity share (@100% on a face value of Re. 1/- per share) for the year ended March 31, 2023, 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. The appointment of **Ms. Sura Suprita Reddy** (DIN: 00263618) as the Additional Director in the category of Managing Director & Chief Executive Officer (MD & CEO) of the company for a period of Five (5) consecutive years with effect from 01st July 2023 to 30th June 2028, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of shareholders at the ensuing Annual General Meeting.

4. The re-appointment of **M/s. B S R and Co.,** Chartered Accountants (Firm Registration No. 128510W) as the Statutory Auditors of the Company for a period of five (5) consecutive years commencing from the conclusion of 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company, subject to the approval of the shareholders at the ensuing 21st Annual General Meeting of the Company.

5. 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 2023-24.

   The other details as required as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September 2015, for the above point no's. 3 to 5, is enclosed herewith as **Annexure-A.**

Further, the Nomination and Remuneration Committee of the Board of Directors of the Company, at its meeting held on today i.e. Monday 29th May 2023, has granted 2,51,291 (Two Lakh Fifty One Thousand Two Hundred and Ninety One only) Employee Stock Options (ESOPs) convertible into 2,51,291 equity shares of face value of Re. 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 Requirements) Regulations, 2015 is annexed herewith as **Annexure-B.**

The Board Meeting commenced at 12:30 p.m. and concluded at 06:00 p.m.

Kindly take the same on record.

Thanking You.

Yours Faithfully
For **Vijaya Diagnostic Centre Limited**

HANSRAJ SINGH

Digitally signed by HANSRAJ SINGH
Date: 2023.05.29 18:03:30 +05'30'

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

Encl.: As above

Annexure A

Details Pertaining to Appointment/Re-Appointment

Particulars	**Ms. Sura Suprita Reddy**	**M/s. B S R and Co., Chartered Accountants**	**M/s. Santhosh & Associates, Cost Accountants**
Reason for Change	Appointment	Re-appointment	Re-appointment
Date of Appointment/Re-Appointment/~~Cessation~~	01st July 2023	From the conclusion of 21st AGM till the conclusion of the 26th AGM of the Company, subject to the approval of the shareholders at the ensuing 21st AGM of the Company	29th May 2023
Term of Appointment	Appointed for a period of Five (5) consecutive years from 01st July 2023 till 30th June 2028 subject to the approval of shareholders at the ensuing 21st AGM	Re-appointed for a period of five (5) consecutive years	For the Financial Year 2023-24
Brief Profile	Ms. Sura Suprita Reddy is the Chief Executive Officer of Vijaya Diagnostic Centre Limited. She has been associated with the Company since 2003. Since then, she has been heading the overall strategy, clinical excellence, operations, and expansion of the company in its home markets and beyond. With return metrics and best in class profitability, Ms. Reddy has been driving its growth giving the centre the lead in the market. Ms. Reddy is known for her entrepreneurial skills and conscientiousness. She took a keen interest in the business at a very early age. After studying commerce from Osmania University, she was able to use her skills	M/s. B S R and Co ('the firm') was constituted on 01 September 2007 as a partnership firm having firm registration no. as 128510W. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai-400063. B S R and Co is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R and Co is registered in Mumbai, Gurgaon, Bangalore and Hyderabad.	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.

	to help the company grow. Because of her, in less than 2 decades, the company was able to earn revenue of over INR 4500 million from INR 70 million. Her business acumen and deep understanding of the business has helped the company remain competitive and offer the latest technology in diagnostics at an affordable price. Ms. Reddy also believes in helping the needy and spares adequate time in her busy schedule for the welfare of the society. Her contribution towards education and healthcare in rural area were remarkable.	B S R and Co together with its member firms has around 4000+ staff and 200+ Partners. B S R member firms audits various companies listed on stock exchanges in India including companies in the diagnostics and healthcare sector.	
Disclosure of Relationships between directors	Ms. Sura Suprita Reddy, is a part of Promoter & Promoter Group of the company. She's the daughter of Dr. Sura Surendranath Reddy, Executive Chairman and Ms. Sura Geeta Reddy, Director, of the company. Further, she is also the sister of Mr. Sunil Chandra K, Executive Director, of the company.	None	None
Declaration	We hereby affirm that Ms. Sura Suprita Reddy is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.	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	2,51,291 (Two Lakh Fifty One Thousand Two Hundred and Ninety One 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, 2014 (if applicable)	Yes
3.	Total number of shares covered by these options	2,51,291 (Two Lakh Fifty One Thousand Two Hundred and Ninety One only) of face value of Re. 1/- each of the Company
4.	Pricing formula *(Exercise Price)*	The said ESOPs are being granted at **Rs. 318/- (Rupees Three Hundred and Eighteen 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 *Options will start vesting after a period of one (1) year from the date of grant.*
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 'exercise period.' ***Exercise Period – means the period of Ten (10) years from the grant date.***
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 Nomination and Remuneration Committee of the Board of Directors in accordance with the plan.

		The grant of options is based on the eligibility criteria as mentioned in the plan. Other significant terms of the Plan are as follows: • 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 category of ESOP schemes for the purposes of vesting and exercise of ESOPs for different category of employees. The ESOPs shall vest as per the vesting schedule in the manner as defined under the respective scheme. The current grant of ESOPs is being made under the ESOP scheme-5 & scheme-6. For details pertaining to the vesting schedule of the aforesaid schemes, please refer the **note.** • 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 5	Scheme 6
1.	**Nature of Options**	Time based options	Combination of Time based and Performance based options.
2.	**Category of employees to be considered**	Employees of Support functions (Finance, Accounts, IT, Strategy, Operations, etc.)	Senior Management, Sales & Marketing teams
3.	**Vesting Schedule**	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 - 0% 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