



**VIJAYA
DIAGNOSTIC
CENTRE**

Date: 29th August 2023

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Through: BSE Listing Centre
Security Code: 543350

To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Through: NEAPS
Symbol/Security ID: VIJAYA

Dear Sir/Madam,

Sub: Notice for the 21st Annual General Meeting of Vijaya Diagnostic Centre Limited ("Company")

We hereby inform you that the Twenty-First (21st) Annual General Meeting ("AGM") of the members of the Company will be held on **Wednesday, 20th September 2023 at 03:00 P.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 (SEBI).

We enclose herewith the Notice of the AGM to be held on 20th September 2023.

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
Digitally signed by
HANSRAJ SINGH
Date: 2023.08.29
19:57:54 +05'30'

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

NOTICE

Notice is hereby given that the 21st Annual General Meeting (AGM) of the Members of **Vijaya Diagnostic Centre Limited** will be held on Wednesday, the 20th Day of September, 2023, at 03:00 P.M. (IST) through Video Conferencing/Other Audio visual Means ("VC/OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:*

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of Auditors thereon.**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:*

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- To declare Final Dividend of Re.1/- (100%) per equity share of face value of Re.1/- each for the financial year ended March 31, 2023.**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:*

"RESOLVED THAT a dividend at the rate of Re.1/- (Rupee One Only) per equity share of Re. 1/- (one rupee) each fully paid-up equity share be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2023."

- To appoint a Director in the place of Mrs. Sura Geeta Reddy (DIN: 01073233), who retires by rotation and being eligible offers herself for re-appointment.**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sura Geeta Reddy (DIN: 01073233), who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- To re-appoint M/s. B S R and Co, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. B S R and Co, Chartered Accountants, Hyderabad, having Firm Registration No. 128510W, who have given their consent letter and confirmed their eligibility for the re-appointment pursuant to Section 141 of the Companies Act, 2013, be and is hereby re-appointed as the Statutory Auditors of the Company, for another term of five (5) consecutive years, who shall hold office from the conclusion of this 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting to be held in the calendar year 2028, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

- To consider and ratify the remuneration of Cost auditor for the financial year 2023-24.**

*To consider and if thought fit, to pass with or without modification(s), 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, remuneration of ₹30,000/- (Thirty Thousand only) plus applicable GST & reimbursement of out of pocket expenses, if any, as approved by the Board of Directors be paid 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 2023-24, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors 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."

7. To consider and revise the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT in supersession of earlier resolution passed by the members of the Company at their Extraordinary General Meeting held on October 01, 2014 and pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Rules made thereunder and all other applicable provisions, if any, of any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Memorandum & Articles of Association of the Company, as amended or restated, from time to time, and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of money from time to time (including external commercial borrowings from any foreign source / countries as prescribed by guidelines, if any, in this respect) from any one or more bankers or consortium of bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, letter of credit, loans, debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business or as permitted, from time to time, under the applicable laws) will or may exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company, subject however that the total amount up to which the money may be borrowed as above by the Board and outstanding at any point of time shall not exceed the aggregate of the paid-up share capital, free reserves and securities premium account as per the latest audited financial statements of the Company as prescribed under Section 180(1)(C) of the Act or as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

"RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorised to issue a certified true copy of the above resolution to various authorities, as may be required."

8. To consider and revise the limit under Section 180(1)(a) of the Companies Act, 2013, for creation of charge on the assets of the Company, both present and future, in respect of its borrowings.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT in supersession of earlier resolution passed by the members of the Company at their Extraordinary General Meeting held on October 01, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder and all other applicable provisions, if any, of any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Memorandum & Articles of Association of the Company, as amended or restated, from time to time and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create charge(s), mortgage(s), hypothecation(s) or provide security in addition to the existing charge(s), mortgage(s), hypothecation(s), security created by the Company on any of its assets (movable, immovable etc.) both present and future, together with any or all substantial assets of the Company in certain events and in such manner as the Board may deem fit, in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/ foreign currency loans and/ or the issue of debentures and/or rupee/foreign currency convertible bonds and/ or foreign currency bonds and/ or bonds with share warrants attached etc. (hereinafter collectively referred to as "Loans") subject however that the aggregate value of such charge(s), mortgage(s) and hypothecation(s) in addition to the existing charge(s), mortgage(s) and hypothecation(s) created by the Company, on the assets of the Company, both present and future, etc. shall not exceed the aggregate of the paid-up share capital, free reserves and securities premium account as per the latest audited financial statements of the Company in line with the borrowing limit of the Company or otherwise, approved or amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

"RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorised to issue a certified true copy of the above resolution to various authorities, as may be required."

9. To consider and approve the appointment of Ms. Sura Suprita Reddy (DIN: 00263618) as, Managing Director and Chief Executive Officer (MD & CEO) of the Company, not liable to retire by rotation and approve the remuneration payable to her.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to any other law for the time being in force, Ms. Sura Suprita Reddy (DIN: 00263618) who was appointed as additional director of the Company with effect from 01st July 2023 and who holds office till the date of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152, 196, 197, 198, and 203 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) collectively referred to as, the "Act"), the applicable provisions of Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, such other provisions as may be applicable, in accordance with the provisions of the Articles of Association, and Nomination and Remuneration Policy of the Company, and recommendation of the Nomination and Remuneration Committee, the consent of the shareholders of the Company be and is hereby accorded for the appointment of Ms. Sura Suprita Reddy, as Managing Director and Chief Executive Officer (MD & CEO) of the Company for a term of five (5) consecutive years with effect from 01st July 2023 and whose term of office shall not be liable to retire by rotation on such terms and conditions as mentioned below and to pay the annual remuneration to Ms. Sura Suprita Reddy (DIN: 00263618) in the capacity of Managing Director and Chief Executive Officer of the Company for a period from 01st July 2023 up to 30th June 2028 as set out in the statement herein below:

A. Salary – ₹ 2.75 Crores per annum.

B. The company's contributions to provident fund, superannuation or annuity fund, gratuity payable

and encashment of leave, if any, shall be as per the rules of the company, and be in addition to the remuneration under (A) above.

C. In addition to the remuneration under (A) above, Ms. Sura Suprita Reddy, during her tenure as the MD & CEO of the company, shall be entitled to the following perquisites, allowances, and reimbursement of expenses, wherever applicable:

- i. Company maintained car with driver for the use of Company's business.
- ii. Expenses incurred for travelling, boarding and lodging during business trips and communication expenses for telephone / internet / mobile / fax at residence shall be reimbursed at actuals.
- iii. Medical reimbursement expenses incurred for self and family as per the companies' group medical insurance policy.
- iv. Personal Accident Insurance: As per Company's policy.
- v. Keyman Insurance.
- vi. Club Fee: Fee of clubs subject to maximum of two clubs.
- vii. Reimbursement of reasonable expenses actually and properly incurred in connection with the business of the Company.
- viii. Ms. Sura Suprita Reddy shall not, so long as she functions as the MD & CEO, be entitled to receive any fee for attending any meeting of the Board or Committee thereof.

D. Annual Increment: During her tenure as MD & CEO, Ms. Sura Suprita Reddy, be paid an annual increment not exceeding 12% of the salary, which shall be subject to the company's policy, and the approval of the Nomination and Remuneration Committee and the Board of Directors of the company.

E. General:

- i. The MD & CEO shall perform such duties as shall from time to time be entrusted to her by the Chairman/Board, subject to superintendence, guidance and control of the Chairman/Board.
- ii. The MD & CEO shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii. The MD & CEO shall adhere to the Company's Code of Conduct.
- iv. Notice period and other terms regarding cessation of employment shall be governed as per the rules of the company.

"RESOLVED FURTHER THAT the above may be treated as a written memorandum setting out the terms of appointment of Ms. Sura Suprita Reddy under Section 190 of the Act."

"RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Ms. Sura Suprita Reddy (DIN: 00263618), MD & CEO, the remuneration approved herewith shall be treated as minimum remuneration and be payable to her, notwithstanding that the above specified remuneration may be in excess of the limits specified in Section 197 of the Companies Act, 2013, and Section II of Part II of Schedule V of the Act and rules made thereunder, or any amendments thereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and are hereby authorized to vary and/or revise the terms and conditions of the appointment including remuneration of Ms. Sura Suprita Reddy as MD & CEO of the Company within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Board of Directors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to take such necessary steps as may be required in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file necessary forms with the Registrar of Companies and with such other regulatory authorities, and to do the necessary entries in the statutory records and register of Directors and Key Managerial Personnel."

"RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorised to issue a certified true copy of the above resolution to various authorities, as may be required."

By order of the Board
For Vijaya Diagnostic Centre Limited

Hansraj Singh

Place: Hyderabad Company Secretary & Compliance Officer
Date: May 29, 2023 M. No. F11438

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 businesses set forth in the accompanying AGM Notice is annexed hereto and forms part of the Notice.
 2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, respectively (collectively referred to as 'SEBI Circulars') permitted the holding of the AGM through VC/OAVM, without physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the MCA Circulars and the SEBI Circulars, the 21st AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
 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. However, in pursuance of Section 113 of the Act, Corporate Members are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.
 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 30 minutes before 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 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 will be entitled to vote at the AGM.
 8. Institutional/Corporate Shareholders are required to send a scanned copy of their Board or governing body Resolution/ Authorization etc., authorizing 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 and to Kfin at evoting@kfintech.com with a copy marked to 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.
 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
 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. 13th September, 2023. Members are requested to update their bank account details with their respective Depository Participants for receipt of dividend payment by the Company.
- Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 01, 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 by 5 p.m. IST till 11th September, 2023. 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 by 5 p.m. IST till 11th September, 2023. Any documents / communication on the tax determination / deduction received after 11th September, 2023 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.

13. In line with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 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 and NSE at www.nseindia.com. The AGM Notice is also available on the website of Kfin at <https://evoting.kfintech.com>.
14. As per the provisions of the Act and SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. All the shares of the Company are held in dematerialized form. Pursuant to the aforesaid SEBI circulars, all the existing trading and demat account holders shall update their choice of nomination on or before October 01, 2023, failing which the trading accounts shall be frozen for trading and demat account shall be frozen for debits.
15. 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).
16. The relevant details of the Director(s) seeking re-appointment/appointment at this AGM under item no. 4 and item no. 9 of the accompanying Notice as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by

The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto and forms part of the Notice.

17. 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 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.

18. 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 time line 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.
- c) Members intending to claim their unclaimed dividends are requested to correspond with the KFinTech at einward.ris@kfintech.com or write to the Company at ir@vijayadiagnostic.in

19. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility to its members holding shares as on Cut-off date i.e., 13th September, 2023 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 Saturday, 16th September, 2023 from 9:00 a.m. and ends on Tuesday, 19th September, 2023 till 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. 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. Balarama Krishna, Practicing 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 favor 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 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., 20th September, 2023

20. 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>1. User already registered for IDeAS facility may follow the following procedure:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting." iv. 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. v. Click on "Active E-voting Cycles" option under E-voting. vi. 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 redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>2. User not registered for IDeAS e-Services may follow the following procedure:</p> <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under point 1 above, to cast your vote. <p>3. Alternatively the users may directly access the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com Click on the icon "Login" which is available under 'Shareholder/Member' section. 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 Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. Kfintech On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period
	<p>1. Existing user who have opted for Easi /Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasinew/home/login Click on New System Myeasi Login with your registered user id and password The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. Kfintech e-Voting portal. 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. <p>2. User not registered for Easi/Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed to complete registration using your DP ID/Client ID (BO ID), etc. After successful registration, please follow steps given under point 1 above to cast your vote <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your Demat Account Number and PAN No System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account 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.

Type of shareholders	Login Method
Individual Shareholders (holding shares in demat mode) login through their demat accounts/ Website of Depository Participant.	<p>i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>ii. Once logged-in, you will be able to see e-Voting option.</p> <p>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.</p> <p>iii. 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.</p>

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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](https://evoting.kfintech.com)
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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
- After entering these details appropriately, click on "LOGIN"
- 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.

- You need to login again with the new credentials
- On successful login, the system will prompt you to select the "EVEN" i.e. 'Vijaya Diagnostic Centre Ltd. – AGM" and click on "Submit"
- 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 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 with a copy marked to 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 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.
- by KFin. 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 30 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 Questions / queries received by the Company till 16th September, 2023 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 casted 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.

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

21. 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 Saturday, 16th September, 2023, 9:00 a.m. IST to Monday, 18th September, 2023, 5:00 p.m. IST. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for 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 opened from Saturday, 16th September, 2023, 9:00 a.m. IST to Monday, 18th September, 2023, 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. Raghunath Veedha on (040) 67161606 or call KFintech'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 13th September, 2023, 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.

22. GENERAL INSTRUCTIONS:

- a) The Company has appointed Mr. Balaramakrishna 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 22nd September, 2023 and will also be displayed on the website of the Company (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, website: www.kfintech.com
- c) As an ongoing endeavor to enhance Investor experience and leverage new technology, our KFin 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 No's. 5 to 9 mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 5:

This explanatory statement is provided in terms of Regulation 36(5) of the Listing Regulations, however, the same is strictly not required as per Section 102 of the Companies Act, 2013.

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Shareholders of the Company at their 16th Annual General Meeting ('AGM') held on September 27, 2018, had appointed BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024), as the Statutory Auditors of the Company for a term of five (5) years i.e. to hold office from the conclusion of 16th AGM to the conclusion of 21st AGM of the Company.

BSR & Associates LLP, Chartered Accountants, would be completing their term of five (5) years as the Statutory Auditors at the conclusion of this AGM and as per applicable provisions of the Companies Act, 2013 are eligible for re-appointment for a further term of five (5) years.

In view of the above, the Board of Directors of the Company at their meeting held on May 29, 2023, pursuant to the recommendation of Audit Committee, have approved the re-appointment of M/s. B S R and Co, Chartered Accountants (Firm Registration No. 128510W) as Statutory Auditors for a term of five (5) years, until the conclusion of 26th AGM to be held in the calendar year 2028.

B S R and Co ('the firm') was constituted on 01st 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.

In accordance with the provisions of Section 139, 141 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. B S R and Co, Chartered Accountants, have provided their consent and eligibility certificate to that effect that, their re-appointment, if made, would be in compliance with the applicable laws.

M/s. B S R and Co, have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2023-24 is in the range of ₹ 50 – 55 lakhs towards the statutory audit and ₹ 6 – 7 lakhs per quarter towards limited review engagements plus reimbursements of out of pocket expenses. The remuneration for the subsequent years(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

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

The Board, on the recommendations of the Audit Committee, recommends the resolution set forth in Item No. 5 for the approval of members by way of an Ordinary Resolution.

This explanatory statement may be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 6:

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, 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, 2024, 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 Cost Auditor, as approved by the Board of Directors. Accordingly the member's approval, to ratify the remuneration as approved or fixed by the Board for FY 2023-24, is sought at item no. 6 of the accompanying notice.

None of the Directors and/or Key Managerial Personnel's of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of this AGM Notice.

The Board recommends the Ordinary Resolutions as set out at item no. 6 of the Notice for approval of the Members.

Item No. 7 & 8:

On the recommendation of Board of Directors, the members of the Company at their Extra-Ordinary General Meeting held on October 01, 2014 had approved the following limits by way of special resolutions:

Borrowing powers of the Company and creation of security in favor of the lenders respectively, over and above the aggregate of paid up share capital, free reserves (that is to say, reserve not set apart for any specific purpose) and securities premium of the Company in terms of Section 180(1)(C) and 180(1)(a) of the Act, provided that the total amount of such borrowings/charge & mortgage together with the amounts already borrowed/charge & mortgage created and outstanding at any point of time shall not be in excess of ₹ 200 Crores (Rupees Two Hundred Crores Only).

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company if any, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies and creation of security in favor of the lenders in terms of Section 180(1)(C) and 180(1)(a), such that the total amount up to which the money may be borrowed and creation of security/mortgage on assets as above by the Board and outstanding at any point of time shall not exceed the aggregate of the paid-up share capital, free reserves and securities premium account as per the latest audited financial statements of the Company.

The approval sought before the members for the aforesaid limits to authorise the Board of Directors to exercise the powers as per Section 180(1)(a) and 180(1)(C) of the Act shall also ensure that the debt equity ratio is always maintained and it does not cross 1:1. In this way, the company will always maintain the optimum balance of debt and equity and be well within the acceptable industry standards.

None of the Directors and/or Key Managerial Personnel's of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item no. 7 & 8 of this AGM Notice.

The Board recommends the Special Resolutions as set out at item no. 7 & 8 of the Notice for approval of the Members.

Item No. 9:

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had approved the appointment of Ms. Sura Suprita Reddy (DIN: 00263618) as an Additional Director in the category of Managing Director & Chief Executive Officer effective from July 01, 2023.

As per Section 161 of the Act, Ms. Sura Suprita Reddy would hold office up to the conclusion of this annual general meeting. As per the provisions of Regulation 17(1C) of SEBI (LODR) Regulations, 2015, as amended, a listed entity should obtain the approval of shareholders for appointment of a person on the Board of Directors within three months from the date of appointment.

Accordingly, the Nomination & Remuneration Committee, at their meeting held on May 29, 2023, considered the matter and recommended the Board to seek the approval of Shareholders at this Annual General Meeting for appointment of Ms. Sura Suprita Reddy as Managing Director & Chief Executive Officer effective from July 01, 2023 in accordance with the provisions of Articles of Association, Nomination and Remuneration Policy of the Company and the Act.

The Board of Directors at their meeting held on May 29, 2023, accepted the recommendation of the Nomination & Remuneration Committee and passed resolutions appointing Ms. Sura Suprita Reddy (DIN: 00263618) as Additional Director in the category of Managing Director & Chief Executive Officer for a period of five years from July 01, 2023 subject to the shareholders' approval.

Ms. Sura Suprita Reddy is related to Dr. Sura Surendranath Reddy, Mrs. Sura Geeta Reddy and Mr. Sunil Chandra Kondapally, directors of the company.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the appointment of Ms. Sura Suprita Reddy for the office of Director of the company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Ms. Sura Suprita Reddy satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for her appointment.

Brief resume of Ms. Sura Suprita Reddy, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations and incremental details as per Secretarial Standards-2, are given in Annexure to the notice.

Pursuant to provisions of sections 152, 160, 162 and all other applicable provisions of the Companies Act, 2013, the resolution No. 9 is now being placed before the members in the 21st AGM for their approval by way of a Special Resolution.

Except, Ms. Sura Suprita Reddy, being the appointee, Dr. Sura Surendranath Reddy, Executive Chairman, Mrs. Sura Geeta Reddy, Non-Executive Director and Mr. Sunil Chandra Kondapally, Executive Director, none of the other directors, Key Managerial Personnel's of the Company or their relatives, are concerned or interested, financially or otherwise, in the passing of the Resolutions set out at Item No. 9 of the Notice.

The Board recommends the Special Resolutions as set out at item no. 9 of the Notice for approval of the Members.

STATEMENT OF INFORMATION PURSUANT TO SCHEDULE V, PART- II OF THE COMPANIES ACT, 2013

I. General information:

1. Nature of Industry: Healthcare Service Provider
2. Date of commencement of commercial production: The Company was incorporated on June 05, 2002 and started its business operations in the same year.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

Financial Performance	2022-23	2021-22	2020-21
Turnover (₹ in lakhs)	44,957.93	45,087.93	36,731.59
Net Profit/loss as per profit and loss account (₹ in lakhs)	8,323.39	10,810.47	8,282.15
Amount of dividend paid (excluding TDS/ dividend tax) (₹ in lakhs)	911.06	Nil	Nil
Rate of Dividend Declared	100%	Nil	Nil

5. Foreign investments or collaborations, if any: For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the Stock Exchanges on which the Shares of the Company are listed.

II. Information about the appointee:

1. Background details:

Ms. Sura Suprita Reddy is the CEO of our Company. She has been associated with our Company since its incorporation. Since then, she has been heading the overall strategy, clinical excellence, operations, and expansion of the company.

2. **Past Remuneration:** ₹ 2.75 crores per annum received as the CEO of the company.

3. **Recognition or Awards:** She has been awarded the 'Women Leadership Award in Healthcare' by ABP in 2019.

4. **Job profile and his suitability:** Ms. Sura Suprita Reddy is the Chief Executive Officer of Vijaya Diagnostic Centre Limited. She has been associated with the Company since inception. 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 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 industry 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.

5. **Remuneration proposed:** As stated in the resolution at item no. 9. There is no change in the remuneration being proposed as the MD & CEO of the company.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration of the size of the Company, the profile of Ms. Sura Suprita Reddy and the responsibilities shouldered on her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other companies.

7. **Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:** Ms. Sura Suprita Reddy, is holding 91,76,933 equity shares of the Company and is a part of Promoter & Promoter Group of the company. Ms. Sura Suprita Reddy is the daughter of Dr. Sura Surendranath Reddy, Executive Chairman and Ms. Sura Geeta Reddy, Director, of the company. Further, Ms. Sura Suprita Reddy is also the sister of Mr. Sunil Chandra Kondapally, Executive Director, of the company.

Except as stated above, Ms. Sura Suprita Reddy, does not have any other pecuniary relationship directly or indirectly with the company, directors or relation with the managerial personnel.

III. Other Information:

1. **Reasons of loss or inadequate profits:** Not applicable
2. **Steps taken or proposed to be taken for improvement:** Not applicable

3. **Expected increase in productivity and profits in measurable terms:** It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

IV. Disclosures:

All elements of remuneration package of the Directors have been given in the Report on Corporate Governance under the head Remuneration paid to Directors for the Financial Year 2022-2023.

By order of the Board
For Vijaya Diagnostic Centre Limited

Place: Hyderabad Company Secretary & Compliance Officer
Date: May 29, 2023 **Hansraj Singh**
M. No. F11438

ANNEXURE TO NOTICE

The details of the Director seeking re-appointment at the ensuing AGM as required under Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') is provided hereunder:

Name of Director	Mrs. Sura Geeta Reddy	Ms. Sura Suprita Reddy
Director Identification Number	01073233	00263618
Date of Birth & Age (As on March 31, 2023)	January 24, 1959 64 years	November 17, 1981 41 Years
Date of first Appointment	21-11-2019	01-07-2023
Qualification	She holds a bachelor's degree in law from Osmania University.	She holds a bachelor's degree in commerce from Osmania University.
Category/Designation	Non-Executive Director	Managing Director & Chief Executive Officer
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being re-appointed as a Director liable to retire by rotation and all other terms of her appointment as Non-Executive Director shall remain same.	Not liable to retire by rotation and other terms and conditions as covered in the above resolution.
Remuneration paid for FY 2022-23	Nil	₹ 2,75,00,000/- per annum (In the capacity of CEO of the company)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mrs. S. Geeta Reddy is related to Dr. Surendranath Reddy, Mr. Sunil Chandra Kondapally and Ms. Sura Suprita Reddy	Ms. Sura Suprita Reddy is related to Dr. Sura Surendranath Reddy, Mrs. Sura Geeta Reddy and Mr. Sunil Chandra Kondapally
Brief Resume and expertise in specific functional area	She holds a bachelor's degree in law from Osmania University. She is enrolled as an Advocate with the Andhra Pradesh High Court in 1986. She is on the board of directors of various companies such as, Namrata Diagnostic Centre Private Limited, Vijaya Hospitals Private Limited and Doctors lab Medical Services Private Limited.	<p>Ms. Sura Suprita Reddy has been associated with the Company since its inception. 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.</p> <p>Ms.Reddyisknownforherentrepreneurial 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 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.</p> <p>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.</p> <p>She has been awarded the 'Women Leadership Award in Healthcare' by ABP in 2019.</p>

Name of Director	Mrs. Sura Geeta Reddy	Ms. Sura Suprita Reddy
Directorships held in other Companies as on March 31, 2023	She holds Directorship in three (3) private limited companies i.e. Namrata Diagnostic Centre Private Limited, Doctorslab Medical Services Private Limited & Vijaya Hospitals Private Limited	She holds Directorship in two (2) private limited companies i.e. Kshetra Agritech Private Limited & Vijaya Hospitals Private Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member	Risk Management Committee - Member
No. of Board Meetings attended during the financial year	She has attended Five (5) Board Meetings during the financial year 2022-23.	She has attended Three (3) Board Meetings during the financial year 2022-23.
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2023	Nil	Nil
No. of Equity Shares of Re.1/- held in the Company as on 31.03.2023	40,58,638 Equity Shares of Re.1/- each.	91,76,933 Equity Shares of Re.1/- each.
Names of Listed Entities from which the director has resigned during last three years	Nil	Nil