

NOTICE

NOTICE is hereby given that the Twentieth (20th) Annual General Meeting ("AGM") of the Members of **Vijaya Diagnostic Centre Limited** (formerly known as Vijaya Diagnostic Centre Pvt Ltd) will be held on Wednesday, the 28th Day of September, 2022 at 03:00 p.m (IST) through Video Conferencing/Other Audio visual Means ("VC/OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with reports of the Board of Directors and the Auditors thereon.
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 along with schedules or notes made there under and report of the Auditors thereon.
2. To declare Final Dividend of ₹ 1/- (100%) per equity share of face value of ₹ 1/- each for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Sunil Kondapally Chandra (DIN: 01409332), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Ratification of remuneration payable to Cost Auditor who was appointed in casual vacancy, for the Financial Year 2021-22.**

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 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration of ₹ 30,000/- (Rupees Thirty thousand only) plus applicable GST & reimbursement of out of pocket expenses, if any, payable to Mr. TSSV Santhosh Kumar, Cost and Management Accountant, (Registration No. 47941) who was appointed by the Board of Directors as Cost Auditor of the Company for the Financial Year 2021-22 filling the casual vacancy caused by the demise of existing cost auditor Mr. N.V.S. Kapardhi, Cost & Management Accountant, be and is hereby ratified."

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

5. **Ratification of remuneration payable to Cost Auditor for the Financial Year 2022-23.**

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 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration of ₹ 30,000/- (Rupees Thirty thousand only) plus applicable GST & reimbursement of out of pocket expenses, if any, payable to Mr. TSSV Santhosh Kumar, Cost and Management Accountant, (Registration No. 47941) Who has been appointed by the Board of Directors as Cost Auditors of the Company for the Financial Year 2022-23, be and is hereby ratified."

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

6. **Extension of loan to Medinova Diagnostic Services Limited, Subsidiary Company.**

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

"RESOLVED THAT pursuant to Section 185, 186 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder including any statutory amendments or re-enactments thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance/give any loan(s) in one or more tranches from time to time, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Medinova Diagnostic Services Limited, Subsidiary Company, in which directors of the Company are deemed to be interested upto an outstanding amount not exceeding ₹ 20 cr (Rupees Twenty Crores Only) at any point of time as deemed beneficial and in the interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental

for the purpose of giving effect to this resolution in the interest of the Company.”

By order of the Board
For Vijaya Diagnostic Centre Limited
(formerly known as Vijaya Diagnostic Centre Pvt. Ltd)

Anusha Kanumuru

Company Secretary

M.No:A31288

Place: Hyderabad

Date: May 26, 2022

NOTES:

1. Explanatory Statement(s) setting out the material facts pursuant to Section 102(1) of the Companies Act 2013 (“Act”) in respect of special business as set forth in the accompanying AGM Notice is annexed hereto and forms part of the Notice.
 2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), vide its General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 21/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide circulars, had permitted convening of Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. Accordingly, 20th AGM of the Company is being held through VC / OAVM facility in compliance with the aforesaid circulars.
 3. Pursuant to provisions of the Companies Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM facility, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
 4. 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 Ltd (“Kfin”).
 5. The Members can join the AGM in the VC/OAVM mode 15 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.
 6. The attendance of the Members (members’ logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 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 available for inspection electronically. Members seeking to inspect such documents can send an email 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. September 21, 2022. 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 the Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. 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 September 21, 2022. 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 September 21, 2022. Any documents / communication on the tax determination / deduction received after September 21, 2022 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 will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website viz. <http://www.vijayadiagnostic.com>, 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 March 31, 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 seeking reappointment at this AGM under item no. 3 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.

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., September 21, 2022 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 Ltd ("Kfin").
- b) The remote e-Voting period commences on September 25, 2022 (9.00 a.m.) and ends on September 27, 2022 (5:00 p.m.). The e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, 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) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. September 21, 2022
- e) 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.
- f) 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.

- g) 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."
- h) 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 and voting during the AGM in a fair and transparent manner.
- i) 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's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or any other person authorized by him in writing.
- j) 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.
- k) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 28, 2022.

PROCEDURE 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> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting.</p> <p>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.</p> <p>V. Click on "Active E-voting Cycles" option under E-voting.</p> <p>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 re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</p>

Type of shareholders	Login Method
	<p>2. User not registered for IDeAS e-Services may follow the following procedure:</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nSDL.com II. Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp III. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. IV. After successful registration, please follow steps given under point 1 above, to cast your vote. <hr/> <p>3. Alternatively the users may directly access the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nSDL.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi /Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. KFintech e-Voting portal. V. You will see Company Name: "Vijaya Diagnostic Centre Limited" on the next screen. Click on the e-Voting link available against Vijaya Diagnostic Centre Ltd. or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. III. After successful registration, please follow steps given under point 1 above to cast your vote

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>IV. 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 re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</p>
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. 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:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 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
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e. 'Vijaya Diagnostic Centre Ltd. – AGM" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - xi. A confirmation box will be displayed. Click "OK" to confirm 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., authorising 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 Scrutiniser 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.

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

- i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company or the company name and click on the video symbol and accept the

meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@vijayadiagnostic.in. Questions /queries received by the Company till September 25, 2022 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.

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 Friday, September 23, 2022, 9:00 a.m. IST to Sunday, September 25, 2022,

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 September 23, 2022 to September 25, 2022.
- 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) 6716 1606 or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- i. The Members whose names appear in the Register of Members/list of Beneficial Owners as on September 21, 2022, 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 vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- ii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off 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> XXXXIN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> XXXX1402345612345678
 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.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4 & 5

As per the provisions of Section 148 of the Act and relevant Rules made thereunder, Company is required to get the cost accounting records audited by a Cost & Management Accountant. Accordingly the Board of Directors at their meeting held on May 26, 2021 had appointed Mr. N. V.S. Kapardhi, Cost and Management Accountant, (Registration No. 9488) as Cost Auditor for the financial year 2021-22, to audit the Cost statements of the Company. Further the demise of Cost auditor Mr. N.V.S. Kapardhi has caused casual vacancy in the office of Cost Auditor during the year under review. To fill such vacancy, the Board has appointed Mr. TSSV Santhosh Kumar, Sole Proprietor of M/s. Santhosh & Associates as Cost Auditor of the Company for the Financial Year 2021-22 (FY), to carry out the cost audit and issue cost audit report for the said financial year at remuneration of ₹ 30,000/-.

Further the Board at its meeting held on May 26, 2022 had re-appointed Mr. TSSV Santhosh Kumar, as Cost Auditor of the Company for the Financial Year 2022-23 at remuneration of ₹ 30,000/-.

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 21-22 and 22-23, is sought at item no. 4 and 5 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Resolutions set out at item no. 4 and 5.

The Board recommends the Ordinary Resolutions as set out at item no. 4 and 5 of the Notice for approval of the Members.

ITEM NO. 6

The Shareholders of the Company at the Extra Ordinary General meeting held on March 24, 2021 had approved to advance/ give any loan(s) in one or more tranches including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a Subsidiaries/ Joint Ventures /Associates in which any Director(s) of the Company are interested directly or indirectly upto an aggregate sum of ₹ 10 Crores (Rupees Ten Crores Only) , for its business activities. As on March 31, 2022, outstanding loan given to Medinova Diagnostic Services Ltd, Subsidiary

Company is ₹ 5.75 cr. Further, the Board of Directors at their meeting held on May 26, 2022, had considered and approved to extend the aforesaid limit from ₹ 10 cr to ₹ 20 cr, in view of the proposed expansion plans of business operations of Medinova.

As per provisions of Section 185 of Companies Act, 2013, your Company can provide loan to Subsidiary Company, in which directors are deemed to be interested, by passing a special resolution at the general meeting of the Company. Accordingly, approval of members is being sought for enhancement of said limit upto an outstanding amount not exceeding ₹ 20 cr at any point of time to Medinova.

Pursuant to provisions of proviso to Clause (a) sub section (2) of Section 185 of Companies Act, 2013, the following details are being provided;

Loan to be granted : Upto an outstanding amount not exceeding ₹ 20 cr at any point of time, from time to time, in one or more tranches.

Purpose for which loan will be utilized by recipient of loan: For its business purpose.

The Board of Directors of the Company recommends the said Special Resolution for approval of Members.

Mr. Sunil Chandra Kondapally, Executive Director of the Company is Managing Director of Medinova, Dr. Sura Surendranth Reddy, Executive Director of the Company is Non-Executive Chairman of Medinova and Mrs. Vishnu Priya Reddy Birudavolu relative of Mr. Sunil Chandra Kondapally is Non Executive Director in Medinova. Further Mr. Sunil Chandra Kondapally, Dr. Sura Surendranath Reddy, Mrs. Sura Geeta Reddy, Mrs. Vishnu Priya Reddy Birudavolu and Ms. Sura Suprita Reddy have indirect shareholding interest in Medinova being shareholders of the Company. Ms. Anusha K, CS and KMP of the Company is also acting as CS of Medinova.

Except as stated above none of the Directors or Key Managerial Personnel or their relatives of the Company are interested or concerned in the Resolution except to the extent of their shareholding, if any.

By order of the Board
For Vijaya Diagnostic Centre Limited
(formerly known as Vijaya Diagnostic Centre Pvt. Ltd)

Anusha Kanumuru
Company Secretary
M.No. A31288

Place: Hyderabad
Date: May 26, 2022

ANNEXURE TO NOTICE

The details of the Director seeking reappointment 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	Mr. Sunil Kondapally Chandra
Director Identification Number	01409332
Age	47 years
Date of first Appointment	05.06.2002
Qualification	He holds a bachelor's degree in science and electrical engineering from Florida State University
Category	Executive Director
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being reappointed as a Director liable to retire by rotation and all other terms of his appointment including remuneration as Executive Director shall remain same.
Remuneration paid for FY 2021-22	₹ 93,33,330/- p.a.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Sunil Chandra Kondapally is son of Dr. Sura Surendranath Reddy, and Mrs. Sura Geeta Reddy, brother of Ms. Sura Suprita Reddy
Brief Resume and expertise in specific functional area	He has been associated with our Company since incorporation. He has extensive experience in diagnostic and pharmaceutical industry for about 20 plus years. He has rich expertise in operations, quality accreditation, finance, marketing and network expansion departments of our Company since its incorporation
Directorships held in other Companies including other listed entities as on March 31, 2022	1. Medinova Diagnostic Services Limited 2. Trikona Pharmaceuticals Private Limited 3. Summit Nutraceuticals Private Limited 4. Kshetra Agritech Private Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member
No. of Board Meetings attended during the year	9
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2022	Nil
Directorships of other Listed Entities from which he resigned in the past three years	Nil
No. of Equity Shares of ₹1/- held in the Company as on 31.03.2022	91,06,933