



**VIJAYA  
DIAGNOSTIC  
CENTRE** ®

August 14, 2024

To  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai- 400001**  
**Scrip Code: 543350**

To  
**National Stock Exchange of India Limited**  
**Exchange Plaza, C-1, Block G,**  
**Bandra Kurla Complex,**  
**Bandra (E), Mumbai – 400 051**  
**NSE Symbol: VIJAYA**

Dear Sir/Madam,

**Sub: Notice for the 22<sup>nd</sup> Annual General Meeting of Vijaya Diagnostic Centre Limited ("Company")**

We hereby inform you that the Twenty-Second (22<sup>nd</sup>) Annual General Meeting ("AGM") of the members of the Company will be held on **Friday, September 6, 2024 at 11:30 A.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 September 6, 2024.

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**  
**Company Secretary & Compliance Officer**  
**M. No. F11438**

Encl.: As above

# Notice of 22<sup>nd</sup> Annual General Meeting

Notice is hereby given that the 22<sup>nd</sup> (twenty-second) Annual General Meeting (AGM) of the Members of Vijaya Diagnostic Centre Limited (the "Company") will be held on Friday, September 6, 2024 at 11:30 A.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility, to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the Report of Statutory Auditors thereon.
3. To declare final dividend of ₹1 (i.e., 100%) per equity share of face value of ₹1/- each for the financial year ended March 31, 2024.
4. To appoint a director in place of Dr. Sura Surendranath Reddy (DIN: 00108599), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 5. To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2025

To consider and if thought fit, to pass 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, the remuneration amounting to ₹30,000/- (Rupees Thirty Thousand only) plus applicable taxes & out of pocket expenses, if any, payable 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 ending March 31, 2025, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary 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."

### 6. To consider and approve the re-appointment of Dr. Sura Surendranath Reddy (DIN: 00108599) as a Whole-Time Director and Chairman of the Company for a term of five (5) years

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 Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with 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), the applicable provisions of Regulation 17 of SEBI (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 based upon the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Dr. Sura Surendranath Reddy (DIN: 00108599) as Whole-Time Director & Chairman of the Company for a further period of 5 (five) years with effect from October 1, 2024, on the terms & conditions including remuneration as detailed herein below:

- A. Salary: ₹2 Crore 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, Dr. Sura Surendranath Reddy, during his tenure as the Whole-Time Director and Chairman 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. Dr. Sura Surendranath Reddy shall not, so long as he functions as the Whole-Time Director and Chairman, be entitled to receive any fee for attending any meeting of the Board or Committee thereof;

**D. Annual Increment:** During his tenure as Whole-Time Director and Chairman, Dr. Sura Surendranath 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. He shall perform such duties as shall from time to time be entrusted to him by the Board;
- ii. He 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. He 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** pursuant to the provisions of Section 196 of the Act, approval of the shareholders of the Company be and is hereby also accorded for continuation of directorship of Dr. Sura Surendranath Reddy who has already attained the age of 70 years, as a Whole-Time Director and Chairman of the Company.

**RESOLVED FURTHER THAT** the above may be treated as a written memorandum setting out the terms of appointment of Dr. Sura Surendranath 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 Dr. Sura Surendranath Reddy (DIN: 00108599), Whole-Time Director & Chairman of the Company, the remuneration approved herewith shall be treated as minimum remuneration and be payable to him, 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 Dr. Sura Surendranath Reddy 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 all 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 or Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of the above resolution to various authorities, as may be required."

**7. To consider and approve the re-appointment of Mr. Sunil Chandra Kondapally (DIN: 01409332) as a Whole-Time Director of the Company for a term of five (5) years**

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 Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with 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), the applicable provisions of Regulation 17 of SEBI (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 based upon the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Sunil Chandra Kondapally (DIN: 01409332) as a Whole-Time Director of the Company for a further period of 5 (five) years with effect from October 1, 2024, on the terms & conditions including remuneration as detailed below:

- A.** Salary: ₹1 Crore 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, Mr. Sunil Chandra Kondapally, during his tenure as the Whole-Time Director 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. Mr. Sunil Chandra Kondapally shall not, so long as he functions as the Whole-Time Director, be entitled to receive any fee for attending any meeting of the Board or Committee thereof;

**D. Annual Increment:** During his tenure as a Whole-Time Director, Mr. Sunil Chandra Kondapally, 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. He shall perform such duties as shall from time to time be entrusted to him by the Chairman/Board, subject to superintendence, guidance and control of the Chairman/Board;
- ii. He 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. He 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 Mr. Sunil Chandra Kondapally 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 Mr. Sunil Chandra Kondapally (DIN: 01409332), Whole-Time Director the remuneration approved herewith shall be treated as minimum remuneration and be payable to him, 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 Mr. Sunil Chandra Kondapally 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 all 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 or Company Secretary of the Company be and are hereby severally authorized 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**

Sd/-  
**Hansraj Singh**  
Company Secretary & Compliance Officer  
Membership No.: F11438

**Date:** May 8, 2024  
**Place:** Hyderabad

# 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 set forth in the AGM Notice is annexed hereto and forms part of this Notice. The Explanatory Statement also contains the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") Further, the term Member(s) or Shareholder(s) are used interchangeably in this Notice.
2. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated September 25, 2023 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2024. In line with the MCA Circular, the Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 7, 2023, in relation to "Relaxation from compliance with certain provisions of the SEBI Listing Regulations" ("SEBI Circular(s)") has relaxed the applicability of regulation 36(1)(b) of the SEBI Listing Regulations, for Annual General Meetings (AGMs) and regulation 44(4) of the SEBI Listing Regulations for general meetings (in electronic mode) till September 30, 2024. In compliance with the Act, MCA Circulars and SEBI Circular, the AGM of the members of the Company is being held through VC/OAVM and the deemed venue for the AGM shall be the registered office of the Company.
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, pursuant to Section 113 of the Act, Corporate Shareholders 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 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.
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/ Authorisation etc., authorising 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](mailto:balaramdesina@gmail.com) and to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com) with a copy marked to [cs@vijayadiagnostic.in](mailto: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](mailto: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](mailto: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. Friday, August 30, 2024. Members are requested to update their bank account details with their respective Depository Participants for receipt of dividend payment by the Company.
13. As per the SEBI Listing Regulations and pursuant to SEBI circular dated April 20, 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case of members holding shares in demat mode and where the dividend could not be paid through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.



14. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 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](mailto:einward.ris@kfintech.com) by 5 p.m. IST till August 28, 2024. 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](mailto:einward.ris@kfintech.com) by 5 p.m. IST till August 28, 2024. Any documents/communication on the tax determination/deduction received after August 28, 2024, 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.

15. In line with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2023-24 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 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](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of KFin at <https://evoting.kfintech.com>.

16. 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).

17. Members holding shares in dematerialised mode, who have not registered/updated their PAN, KYC details and nomination are requested to register/update the same with the respective Depository Participants.

18. 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](mailto: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.

#### 19. 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 timeline 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](http://www.iepf.gov.in)
- c) Members intending to claim their unclaimed dividends are requested to correspond with the KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or write to the Company at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)

#### 20. 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 Regulations (as amended), the Company is providing facility to its members holding shares as on Cut-off date i.e., Friday, August 30, 2024 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 Tuesday, September 3, 2024, from 9:00 a.m. and ends on Thursday, September 5, 2024, at 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](mailto: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. Balaram Krishna, Practising 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 favour 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](http://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., September 6, 2024.

## 21. 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><b>1. User already registered for IDeAS facility may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting.</li> <li>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.</li> <li>Click on "Active e-Voting Cycles" option under e-Voting.</li> <li>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 "KFin" and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.</li> </ol> <p><b>2. User not registered for IDeAS e-Services may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>Select "Register Online for IDeAS" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under point 1 above, to cast your vote.</li> </ol> <p><b>3. Alternatively, the users may directly access the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a></li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> </ol>

## STEP 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode: (Contd.)

Type of shareholders	Login Method
	<ul style="list-style-type: none"> <li>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.</li> <li>iv. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. <b>KFin</b></li> <li>v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ul> <p><b>4. NSDL Speede app:</b></p> <p>Shareholders/Members may also download NSDL Speede App on Mobile which is available on Google Play Store and Apple App Store.</p>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<p><b>1. Existing users who have opted for Easi/Easiest may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi</li> <li>iii. Login with your registered user id and password</li> <li>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.</li> <li>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.</li> </ul> <p><b>2. User not registered for Easi/Easiest may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii. Proceed to complete registration using your DP ID/Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow steps given under point 1 above to cast your vote</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide your Demat Account Number and PAN No.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>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 redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul>
Individual Shareholders (holding shares in demat mode) login through their demat accounts/Website of <b>Depository Participant.</b>	<ul style="list-style-type: none"> <li>i. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ul>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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), 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 or 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](mailto:balaramdesina@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 [inward.ris@kfintech.com](mailto:inward.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](mailto:cs@vijayadiagnostic.in). Questions/queries received by the Company till September 2, 2024 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 cast 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.

#### 22. 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 Monday, September 2, 2024, 9:00 a.m. IST to Wednesday, September 4, 2024, 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 open from Monday, September 2, 2024, 9:00 a.m. IST to Wednesday, September 4, 2024, 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 KFin's toll free No. 1800-309-4001 for any further clarifications.
- iv. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 30, 2024, 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 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

### 23. GENERAL INSTRUCTIONS:

- a) The Company has appointed Mr. Balam Krishna 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 September 9, 2024 and will also be displayed on the website of the Company at [www.vijayadiagnostic.com](http://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: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com), website: [www.kfintech.com](http://www.kfintech.com).
- c) As an ongoing endeavour to enhance Investor experience and leverage new technology, our KFinTech 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 Nos. 5 to 7 mentioned in the accompanying Notice and should be taken as forming part of the Notice.

## ITEM NO. 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 of the Company in their meeting held on May 8, 2024, 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, 2025, at a remuneration in the range of between ₹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 members' approval, to ratify the remuneration as approved or fixed by the Board for FY 2024-25, is sought for item no. 5 of the AGM notice.

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

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

## ITEM NO. 6:

The Shareholders of the Company at the Annual General Meeting held on September 30, 2019 approved the re-appointment of Dr. Sura Surendranath Reddy as a Whole-Time Director & Chairman for a period of five years with effect from October 1, 2019 and the said term will expire on September 30, 2024.

Accordingly, the Nomination & Remuneration Committee, at its meeting held on May 8, 2024, considered the matter and recommended the Board to seek the approval of Shareholders at this Annual General Meeting for re-appointment of Dr. Sura Surendranath Reddy as Whole-Time Director & Chairman effective from October 1, 2024 in accordance with the provisions of Articles of Association, Nomination and Remuneration Policy of the Company and the Act.

The Board of Directors at its meeting held on May 8, 2024, accepted the recommendation of the Nomination & Remuneration Committee and passed resolutions appointing

Dr. Sura Surendranath Reddy (DIN: 00108599) as Whole-Time Director & Chairman for a period of five (5) years from October 1, 2024 subject to the shareholders' approval.

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

The Company has received consent and necessary declarations and disclosures from Dr. Sura Surendranath Reddy confirming his eligibility for re-appointment as Whole-Time Director & Chairman.

In terms of the provisions of Section 196 read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, Dr. Sura Surendranath Reddy has already attained the age of 70 (seventy) years and shall continue to hold office of the "Whole-Time Director & Chairman" of the Company.

Dr. Sura Surendranath Reddy is the Founder Promoter and Executive Chairman of your Company and has been a Director on the Board of the Company since its incorporation in year 2002. Under his leadership, the Company has emerged as one of India's leading diagnostic centres and he has played a pivotal role in revolutionizing the healthcare services with a focus to deliver innovative, comprehensive and high-quality diagnostic services at affordable rates.

Considering Dr. S. Surendranath Reddy's background, experience & contribution made towards the growth/success of the Company, and basis the performance evaluation, the Nomination & Remuneration Committee and Board of Directors at their meetings held on May 8, 2024, recommended the proposal for seeking the approval of the Members for his re-appointment as Whole-Time Director and Chairman of the Company.

Brief resume of Dr. Sura Surendranath Reddy, nature of his expertise in specific functional areas, names of companies in which he 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.

Except Dr. Sura Surendranath Reddy, being the appointee, Mrs. Sura Geeta Reddy, Non-Executive Director, Ms. Sura Suprita Reddy, Managing Director & CEO, and Mr. Sunil Chandra Kondapally, Executive Director, none of the other directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the passing of the Resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth at Item No. 6 of this AGM Notice for the approval of Members by way of a Special Resolution.

**ITEM NO. 7:**

The Shareholders of the Company at the Annual General Meeting held on September 30, 2019 approved the re-appointment of Mr. Sunil Chandra Kondapally as a Whole-Time Director for a period of five years with effect from October 1, 2019 and the said term will expire on September 30, 2024.

Accordingly, the Nomination & Remuneration Committee, at their meeting held on May 8, 2024, considered the matter and recommended the Board to seek the approval of Shareholders at this Annual General Meeting for re-appointment of Mr. Sunil Chandra Kondapally as Whole-Time Director effective from October 1, 2024 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 8, 2024, accepted the recommendation of the Nomination & Remuneration Committee and passed resolutions appointing Mr. Sunil Chandra Kondapally (DIN: 01409332) as Whole-Time Director for a period of five (5) years from October 1, 2024 subject to the shareholder's approval.

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

The Company has received consent and necessary declarations and disclosures from Mr. Sunil Chandra Kondapally confirming his eligibility for re-appointment as Whole-Time Director.

Brief resume of Mr. Sunil Chandra Kondapally, nature of his expertise in specific functional areas, names of companies in which he 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.

Except Mr. Sunil Chandra Kondapally, being the appointee, Mrs. Sura Geeta Reddy, Non-Executive Director, Dr. Sura Surendranath Reddy, Executive Director & Chairman, and Ms. Sura Suprita Reddy, Managing Director & CEO, none of the other directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the passing of the Resolutions set out at Item No. 7 of the Notice.

The Board recommends the resolution set forth at Item No. 7 of this AGM Notice for the approval of Members by way of a Special Resolution.

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Hansraj Singh**  
Company Secretary & Compliance Officer  
Membership No.: F11438

**Date:** May 8, 2024  
**Place:** Hyderabad



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

### I. General Information:

- Nature of Industry:** Healthcare Services
- Date of commencement of commercial production:** The Company was incorporated on June 5, 2002 and started its business operations in the same year.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- Financial Performance based on given indicators:**

Financial Performance	2023-24	2022-23	2021-22
Turnover (₹ in Lakhs)	52,502.27	44,957.93	45,087.93
Net Profit/loss as per profit and loss account (₹ in Lakhs)	11,460.20	8,323.39	10,810.47
Amount of Dividend Paid (excluding TDS/dividend tax) (₹ in Lakhs)	921.81	911.06	Nil
Rate of Dividend Declared	100%	100%	Nil

- 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(s):

Name of Director(s)	Dr. Sura Surendranath Reddy	Mr. Sunil Chandra Kondapally
Background Details	Dr. Sura Surendranath Reddy is the Executive Chairman of the Company.  He is the founder and has been associated with our Company since incorporation.	Mr. Sunil Chandra Kondapally is the Executive Director of the Company.  He has been associated with our Company since incorporation.
Past Remuneration	₹2 Crore per annum received as the Whole-Time Director & Chairman of the Company.	₹1 Crore per annum received as the Whole-Time Director of the Company.
Recognition or awards	He has received an award from Abbott for leadership in in-vitro diagnostics and an award for the "Healthcare Entrepreneur of the year" in 2019 from Six Sigma Star Healthcare, New Delhi.	Nil
Job profile and his Suitability	He holds a bachelor's degree in medicine from Shri Venkateswara University and a provisional degree of Doctor of Medicine in Radiology from Osmania Medical College, Hyderabad. He has over 19 years of experience with our Company.	He holds a bachelor's degree in science in electrical engineering from Florida State University. He has over 17 years of experience in the field of Pharmaceutical industry.  He has worked in operations, quality accreditation, finance, marketing and network expansion departments of our Company since its incorporation.
Remuneration Proposed	As stated in the resolution at Item No. 6. There is no change in the remuneration being proposed as the Whole-Time Director & Chairman of the Company.	As stated in the resolution at Item No. 7. There is no change in the remuneration being proposed as the Whole-Time Director of the Company.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Dr. Sura Surendranath Reddy and the responsibilities shouldered on his, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other companies.	Taking into consideration of size of the Company, the profile of Mr. Sunil Chandra Kondapally and the responsibilities shouldered on his, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other companies.



## II. Information about the appointee(s): (Contd.)

Name of Director(s)	Dr. Sura Surendranath Reddy	Mr. Sunil Chandra Kondapally
Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any	<p>Dr. Sura Surendranath Reddy, being a Promoter of the Company is holding 3,34,22,899 equity shares of the Company and is also part Promoter Group of the Company. Dr. Sura Surendranath Reddy is the Spouse of Mrs. Sura Geeta Reddy, Non-Executive Director and father of Ms. Sura Suprita Reddy, Managing Director &amp; CEO and Mr. Sunil Chandra Kondapally, Executive Director of the Company.</p> <p>Except as stated above, Dr. Sura Suprita Reddy, does not have any other pecuniary relationship directly or indirectly with the Company, directors or relation with the managerial personnel.</p>	<p>Mr. Sunil Chandra Kondapally, is holding 85,96,933 equity shares of the Company and is a part of Promoter &amp; Promoter Group of the Company. Mr. Sunil Chandra Kondapally is the son of Dr. Sura Surendranath Reddy, Executive Chairman and Mrs. Sura Geeta Reddy, Director, of the Company.</p> <p>Further, Mr. Sunil Chandra Kondapally is also the brother of Ms. Sura Suprita Reddy, Executive Director, of the Company.</p> <p>Except as stated above, Mr. Sunil Chandra Kondapally, does not have any other pecuniary relationship directly or indirectly with the Company, directors or relation with the managerial personnel.</p>

## III. Other information:

- Reasons of loss or inadequate profits:** Not applicable
- Steps taken or proposed to be taken for improvement:** Not applicable
- 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 2023-24.

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Hansraj Singh**  
Company Secretary & Compliance Officer  
Membership No.: F11438

**Date:** May 8, 2024  
**Place:** Hyderabad

## 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 ICSI is provided hereunder:

Name of Director(s)	Dr. Sura Surendranath Reddy	Mr. Sunil Chandra Kondapally
Director Identification Number (DIN)	00108599	01409332
Date of Birth & Age	29-10-1948 76 years	20-07-1975 49 years
Date of first appointment	05-06-2002	05-06-2002
Qualification	He holds a bachelor's degree in medicine from Shri Venkateswara University and a provisional degree of Doctor of Medicine in Radiology from Osmania Medical College, Hyderabad.	He holds a bachelor's degree in science in electrical engineering from Florida State University.
Category/Designation	Chairman and Whole-Time Director	Whole-Time Director
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being re-appointed as a Whole-Time Director liable to retire by rotation terms and conditions as covered in the above resolution.	Being re-appointed as a Whole-Time Director liable to retire by rotation terms and conditions as covered in the above resolution.
Remuneration paid for FY 2023-24	₹2,00,00,000/- per annum	₹1,00,00,000/- per annum
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Dr. Sura Surendranath Reddy is related to the following: <ol style="list-style-type: none"> <li>Ms. Sura Suprita Reddy Managing Director &amp; CEO - Daughter</li> <li>Mr. Sunil Chandra Kondapally Whole-Time Director - Son</li> <li>Mrs. Sura Geeta Reddy Non-Executive Director - Spouse</li> </ol>	Mr. Sunil Chandra Kondapally is related to the following: <ol style="list-style-type: none"> <li>Dr. Sura Surendranath Reddy Executive Chairman - Father</li> <li>Ms. Sura Suprita Reddy Managing Director &amp; CEO - Sister</li> <li>Mrs. Sura Geeta Reddy Non-Executive Director - Mother</li> </ol>
Brief Resume and expertise in specific functional area	Dr. Sura Surendranath Reddy is the Executive Chairman of our Company. He holds a bachelor's degree in medicine from Shri Venkateswara University and a provisional degree of Doctor of Medicine in Radiology from Osmania Medical College, Hyderabad. He has over 19 years of experience with our Company. He is a life member of the Indian Radiological and Imaging Association. He has also received an award from Abbott for leadership in in-vitro diagnostics and an award for the "Healthcare Entrepreneur of the year" in 2019 from Six Sigma Star Healthcare, New Delhi.	Mr. Sunil Chandra Kondapally is the Executive Director of our Company. He has been associated with our Company since incorporation. He holds a bachelor's degree in science in electrical engineering from Florida State University. He has over 17 years of experience in the field of pharmaceutical industry. He founded a pharmaceutical services Company Trikona Pharmaceuticals Private Limited in 2016 and QPS Bioserve India Private Limited in 2004 and, which focuses on the development of innovative pharma chemical products.  He has worked in operations, quality accreditation, finance, marketing and network expansion departments of our Company since its incorporation.

**The details of the Director seeking re-appointment at the ensuing AGM as required under Secretarial Standard on General Meetings issued by The ICSI is provided hereunder: (Contd.)**

Name of Director(s)	Dr. Sura Surendranath Reddy	Mr. Sunil Chandra Kondapally
Directorships held in other Companies as on March 31, 2024	He holds Directorship in below mentioned Companies: 1. Medinova Diagnostic Services Limited 2. P H Diagnostic Centre Private Limited 3. Kshetra Agritech Private Limited 4. Summit Nutraceuticals Private Limited 5. Trikona Pharmaceuticals Private Limited 6. Vijaya Hospitals Private Limited 7. Doctorslab Medical Services Private Limited* 8. Namrata Diagnostic Centre Private Limited*	He holds Directorship in below mentioned Companies: 1. Medinova Diagnostic Services Limited 2. P H Diagnostic Centre Private Limited 3. Kshetra Agritech Private Limited 4. Summit Nutraceuticals Private Limited 5. Trikona Pharmaceuticals Private Limited 6. Vijaya Hospitals Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company#	Nil	1. Stakeholders Relationship Committee - Member 2. Risk Management Committee - Chairman & Member 3. Corporate Social Responsibility Committee - Member
No. of Board Meetings attended during the financial year	He has attended all Five (5) Board Meetings during the Financial Year 2023-24.	He has attended Four (4) Board Meetings during the Financial Year 2023-24.
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2024#	Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Medinova Diagnostic Services Limited.	Nil
No. of Equity Shares of ₹1/- held in the Company as on March 31, 2024	3,34,22,899 Equity Shares of ₹1/- each.	85,96,933 Equity Shares of ₹1/- each.
Names of Listed Entities from which the director has resigned during last three years	Nil	Nil

\*Strike-off and dissolved w.e.f. April 6, 2024.

#Private companies, Section 8 companies and foreign companies are not included.