



**VIJAYA**<sup>®</sup>  
**DIAGNOSTIC**  
**CENTRE**

September 20, 2023

To,  
**Listing Department**  
**National Stock Exchange Of India Limited,**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051  
Company Code No. VIJAYA

To,  
**The Corporate Relations Department**  
**BSE Limited,**  
Phiroz Jeejeebhoy Towers,  
25<sup>th</sup> floor, Dalal Street,  
Mumbai - 400 001  
Company Code No. 543350

Dear Sir/Madam,

**Sub: Summary of the Proceedings of the 21<sup>st</sup> Annual General Meeting.**

Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the summary of proceedings of the 21<sup>st</sup> Annual General Meeting of the members of **Vijaya Diagnostic Centre Limited** held on Wednesday, September 20, 2023, at 03:00 p.m. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

We request you to take the same on record.

Thanking you,

**Yours faithfully**  
**For Vijaya Diagnostic Centre Limited**

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



**SUMMARY OF PROCEEDINGS OF 21<sup>st</sup> ANNUAL GENERAL MEETING OF  
VIJAYA DIAGNOSTIC CENTRE LIMITED**

The 21<sup>st</sup> Annual General Meeting (“AGM”) of the members of **Vijaya Diagnostic Centre Limited** (“Company”) was held on **Wednesday, September 20, 2023, at 03:00 p.m. (IST)**, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The following Directors were present:

1. Mr. K. Sunil Chandra, Executive Director and Chairman of the Meeting
2. Ms. S Suprita Reddy, Managing Director & CEO
3. Mr. C Satyanarayana Murthy, Independent Director & Chairman of Audit Committee and Nomination and Remuneration Committee
4. Mr. D Nageshwar Reddy, Independent Director & Chairman of Stakeholders Relationship Committee

In attendance:

1. Mr. Hansraj Singh, Company Secretary & Compliance Officer
2. Mr. Narasimha Raju KA, Chief Financial Officer
3. Mr. Amit Bajaj, Partner, BSR & Associates LLP, Statutory Auditors
4. Mr. Balkishan Kabra, Partner, BSR & Associates LLP, Statutory Auditors
5. Mr. D Balaram Krishna, Secretarial Auditor & Scrutinizer

The meeting was attended by 88 members through VC/OAVM.

Dr. S Surendranath Reddy, Executive Chairman, of the company had not attended the AGM due to his ill health and accordingly the members present elected Mr. K. Sunil Chandra, Executive Director, of the company to chair the meeting.

The Company Secretary welcomed all the members to the 21<sup>st</sup> AGM of the Company and informed the members that meeting is being held through Video conference / Other audio visual means, in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India (‘SEBI’) from time to time.

Further, it was informed that the Notice of the 21<sup>st</sup> AGM together with the Annual report of the Company for the financial year 2022-2023 has been sent electronically to all the members of the Company, whose e-mails were registered with the Company or Depositories. The 21<sup>st</sup> AGM Notice and Auditor’s Report were taken as read. Members were requested to note that there were no qualifications, observations, or adverse comments on the financial statements in the Auditor’s report. Further, there were no qualifications, observations, or adverse remarks on the Secretarial Audit Report given by the secretarial auditor of the Company.

Further, the members were informed that the Register of Directors’ and KMP and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts maintained under Section 189 of the Companies Act, 2013 and Compliance Certificate obtained from Secretarial Auditor in compliance with Regulation 13 of the SEBI



(Share Based Employee Benefits and Sweat Equity) Regulations, 2021, were available for inspection electronically by all the Members at any time during that meeting.

Further, the members were informed that pursuant to Section 108 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, facility to vote electronically on all the resolutions set forth in the 21<sup>st</sup> AGM notice was provided to all the members of the Company, through e-voting service provider, Kfin Technologies Ltd ('Kfin'). The Remote E-voting facility was open from 9:00 a.m. on September 16, 2023 until 5:00 pm on September 19, 2023.

Members were informed that the Board of Directors had appointed Mr. D. Balarama Krishna, Practising Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during this AGM.

Further, it was informed that the members who had exercised their right to vote through remote e-voting and who were present at that AGM, may participate in that meeting, however, they were not be allowed to vote again.

As the requisite quorum for the meeting was present, Chairman called the meeting to order and welcomed all the shareholders to the AGM. Thereafter, Chairman addressed all the shareholders through his welcome note.

Later, Chairman handed over the forum to Ms. S Suprita Reddy, Managing Director & Chief Executive Officer (MD&CEO) of the Company to brief the shareholders about the financial & operational performance and other updates of the Company for the financial year 2022-23.

Ms. S Suprita Reddy, MD & CEO welcomed all the shareholders and briefed them about the Company, its competitive strength and the operational & financial performance of the Company for FY2023.

Thereafter, the floor was open to speaker shareholders to offer their comments and seek clarifications, if any. Few speaker shareholders offered their comments, posed various questions, and sought various clarifications from the company. The management of the Company had addressed all the queries and provided the respective clarifications raised by speaker shareholders satisfactorily.

The following businesses as set out in the 21<sup>st</sup> AGM Notice were transacted:

**Ordinary Business:**

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



3. To declare Final Dividend of Re.1/- (100%) per equity share of face value of Re.1/- each for the financial year ended March 31, 2023.
4. To appoint a Director in the place of Mrs. Sura Geeta Reddy (DIN: 01073233), who retires by rotation and being eligible offers herself for re-appointment.
5. To re-appoint M/s. B S R and Co, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

**Special Business:**

6. To consider and ratify the remuneration of Cost auditor for the financial year 2023-24 Ratification of remuneration payable to Cost Auditor for the Financial Year 2022-23.
7. To consider and revise the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.
8. To consider and revise the limit under Section 180(1)(a) of the Companies Act, 2013, for creation of charge on the assets of the Company, both present and future, in respect of its borrowings.
9. To consider and approve the appointment of Ms. Sura Suprita Reddy (DIN: 00263618) as, Managing Director and Chief Executive Officer (MD & CEO) of the Company, not liable to retire by rotation and approve the remuneration payable to her.

Further, it was informed that the shareholders who were present at the meeting and who had not cast their vote prior to the Meeting, may exercise their right to vote on the resolutions set forth in the 21<sup>st</sup> AGM Notice, within 15 minutes from the conclusion of the AGM and thereafter Kfin will disable the said facility.

Further, it was informed that the Scrutinizer appointed by the Board shall submit his Report on e-voting within two (2) working days to the Chairman or any other person authorised by the chairman. Accordingly, results of the e-voting will be declared and will be disclosed to the Stock Exchanges, i.e., National Stock Exchange of India Limited and BSE Limited respectively and the said results will also be hosted at the Company's website [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com)

All the resolutions, if passed with requisite majority shall be deemed to be passed on the date of this, AGM i.e., September 20, 2023.

As all the business matters as proposed for consideration in the meeting had been transacted, Company Secretary had proposed vote of thanks and thanked all the shareholders, directors and all other stakeholders, who had taken interest to attend and participate in this AGM.

The meeting concluded at 04:15 p.m. IST.

\*\*\*\*\*