



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

May 07, 2026

To  
The Listing Department,  
**National Stock Exchange of India Limited**  
NSE Symbol: **VIJAYA**

To  
The Corporate Relations Department,  
**BSE Limited**  
BSE Scrip Code: **543350**

Dear Sir/Madam,

**Subject: Outcome of the Board Meeting held on Thursday, May 07, 2026**

**Ref: Regulation 33 read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time.**

We hereby inform you that, the Board of Directors at their meeting held today i.e., on **Thursday, May 07, 2026**, has inter-alia considered and noted/approved the following matters: -

1. The Audited Standalone and Consolidated Financial Results of the Company for the quarter and year ended March 31, 2026.
2. Recommended a final dividend of ₹2/- per equity share i.e., 200% on a face value of ₹1/- per share for the year ended March 31, 2026, subject to approval of the shareholders at the forthcoming Annual General Meeting ("AGM") of the Company. The dividend shall be credited / warrants thereof dispatched within specified timelines from the conclusion of the AGM. The AGM date and record date for the purpose of the payment of dividend will be announced in due course.
3. Noting of decisions regarding not to seek re-appointment for second term of 5 (five) years as an Independent Directors of the Company of Dr. D Nageshwar Reddy (DIN: 00324725) to continue as an Independent Director for second term of five (5) consecutive years, due to his pre-occupation and other professional commitments.

The details as required under Regulation 30 of the SEBI Listing Regulations read along with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 are given as **Annexure-A**.

4. The re-appointment of M/s. Santhosh & Associates, Cost Accountants (Firm Registration No. 003955) as the Cost Auditors of the Company for the Financial Year 2026-27.

The details as required under Regulation 30 of the SEBI Listing Regulations read along with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 are given as **Annexure-B**.



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- Grant of 1,79,500 (One Lakh Seventy-Nine Thousand Five Hundred only) Employee Stock Options (ESOPs) under the “**VDCL Employee Stock Option Plan 2018**”. These options are convertible into 1,79,500 equity shares of face value ₹1/- each.

Further, the grant of the above stock options is in line with the provisions of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 as amended from time to time. The Disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure-C**.

- Acquisition of MRI, EEG and NCV Services Business from Medinova Millennium MRI Services LLP (Wholly Owned Subsidiary of the Company).

The details as required under Regulation 30 of the SEBI Listing Regulations read along with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 are given as **Annexure-D**.

The Board Meeting commenced at 05:00 P.M. and concluded at 06:45 P.M. (IST).

Kindly take the same on record.

Thanking You.

Yours Faithfully  
For **Vijaya Diagnostic Centre Limited**

**Ankit Shah**  
**Chief Financial Officer**

Encl.: As above



Annexure-A

Details as per Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated  
January 30, 2026

| Particulars   | Dr. D Nageshwar Reddy<br>(DIN: 00324725)   |
|---|--|
| Reason for Change viz. appointment, reappointment, resignation, removal, death or otherwise   | Decision regarding not to seek re-appointment as an Independent Director for second term   |
| Date of <del>appointment/</del> <del>reappointment</del> /cessation (as applicable) and <del>term of</del> <del>appointment</del> / <del>reappointment</del>      | May 25, 2026<br>(Closing of business hours)  |
| Brief Profile (in case of appointment)  | Not Applicable   |
| Disclosure of relationships between directors (in case of appointment of a director)  | Not Applicable   |
| Letter of Resignation along with detailed reason for resignation.   | Enclosed   |
| Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any. | Directorship in Listed Companies: Nil<br>Committee Position(s) in Listed Companies: Nil  |
| The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.  | Dr. D Nageshwar Reddy, has confirmed that there are no material reasons for his dis-continuation other than those mentioned in his communication letter. |

May 07, 2026

To,  
The Board of Directors,  
**Vijaya Diagnostic Centre Limited,**  
Regd. Office: 6-3-883/F, FPA Building,  
Near Topaz building, Punjagutta,  
Hyderabad 500082, Telangana, India.

Dear Sir/Madam(s),

Sub: Decision regarding continuation as an Independent Director upon completion of current term

This is in furtherance to your communication seeking my consent for continuation as an Independent Director of Vijaya Diagnostic Centre Limited ("the Company").

In this regard, I, Dr. D Nageshwar Reddy (DIN: 00324725), wish to inform you that upon completion of my present first term of five (5) years as an Independent Director, which concludes on May 25, 2026 (close of business hours), I will not be seeking re-appointment for a second term of five (5) consecutive years, owing to my pre-occupation and other professional commitments.

I hereby confirm that there are no other material reasons for my decision other than those stated above.

I take this opportunity to place on record my sincere appreciation and gratitude for the cooperation, support, and trust extended to me by my fellow Directors, the Key Managerial Personnel, and the employees of the Company during my tenure. I wish the Company continued growth and success in all its endeavors.

Kindly acknowledge receipt of this letter.

Yours sincerely,



**Dr. D Nageshwar Reddy**  
**Independent Director**  
**DIN: 00324725**



**Annexure-B**

**Details as per Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**

| <b>Particulars</b>  | <b>M/s. Santhosh &amp; Associates, Cost Accountants</b>  |
|---|--|
| Reason for Change viz. <del>appointment, resignation, removal, death or otherwise</del> reappointment,  | Re-appointment   |
| Date of appointment/<br>reappointment / <del>cessation</del> (as applicable) and term of appointment /reappointment   | May 07, 2026, For the Financial Year 2026-27   |
| Brief Profile (in case of appointment)  | M/s. Santhosh & Associates have extensive experience in the fields of Cost Audits, Cost Compliances, Cost Record maintenance, Cost Consultancy services Corporate Law, Secretarial Compliances, Tax Matter, audit and accountancy covering a wide range of sub activities related to the profession. |
| Disclosure of relationships between directors (in case of appointment of a director)  | Not Applicable   |
| Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018 | Not Applicable   |

**Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III**

| <b>Sl. No.</b> | <b>Particulars</b>   | <b>Details</b>  |
|----------------|--|---|
| 1.             | Brief details of options granted                                     | 1,79,500 (One Lakh Seventy-Nine Thousand Five Hundred only) Employee Stock Options (ESOPs) granted to the eligible employees of the company under "VDCL Employee Stock Option Plan 2018"  |
| 2.             | Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021      | Yes   |
| 3.             | Total number of shares covered by these options                      | 1,79,500 (One Lakh Seventy-Nine Thousand Five Hundred only) of face value of ₹1/- each of the Company   |
| 4.             | Pricing formula<br>(Exercise Price)                                  | The said ESOPs are being granted at <b>₹784/- (Rupees Seven Hundred and Eighty-Four only)</b> per option.<br><br>The said price is the average closing price of the shares during the three (3) months preceding the month of the grant date and after providing a discount of 20%.       |
| 5.             | Options vested   | Not applicable<br><br><i>Options will start vesting after a period of one (1) year from the date of grant.</i>  |
| 6.             | Time within which option may be exercised                            | Options shall be exercised from the date of the respective vesting of options and shall be exercised within the ' <u>exercise period</u> .'<br><br><i>Exercise Period - means the period of Ten (10) years from the grant date.</i>   |
| 7.             | Options exercised  | Not Applicable  |
| 8.             | Money realized by exercise of options                                | Not Applicable  |
| 9.             | The total number of shares arising as a result of exercise of option | Not Applicable  |
| 10.            | Options lapsed   | Not Applicable  |
| 11.            | Variation of terms of options  | Not Applicable  |
| 12.            | Brief details of significant terms                                   | VDCL Employee Stock Option Plan 2018 (" <b>the plan</b> ") is administered and implemented by the Nomination and Remuneration Committee of the Board of Directors in accordance with the plan.<br><br>The grant of options is based on the eligibility criteria as mentioned in the plan. |

|     |  |  |
|-----|--|--|
|     |  | <p>Other significant terms of the Plan are as follows:</p> <ul style="list-style-type: none"> <li>• Acceptance of the Grant: on or before the "Closing Date" which shall not be more than Thirty (30) days from the date of issuance of Grant Letter.</li> <li>• Minimum Vesting Period: One (1) Year From the date of Grant of ESOPs.</li> <li>• Vesting Schedule: under the plan, the company has formulated a total of six (6) different categories of ESOP schemes for the purposes of vesting and exercise of ESOPs for different categories of employees. The ESOPs shall vest as per the vesting schedule in the manner as defined under the respective scheme.</li> </ul> <p>The current grant of ESOPs is being made under the ESOP scheme-5 &amp; scheme-6. For details pertaining to the vesting schedule of the aforesaid schemes, please refer to the <b>note</b>.</p> <ul style="list-style-type: none"> <li>• The Shares arising out of exercise of vested options shall not be locked in.</li> </ul> |
| 13. | Subsequent changes or cancellation or exercise of such options                       | Not Applicable   |
| 14. | Diluted earnings per share pursuant to issue of equity shares on exercise of options | Not Applicable   |

**Note:**

| S. No. | Particulars                                   | Scheme 5  | Scheme 6   |
|--------|---|---|--|
| 1.     | <b>Nature of Options</b>                      | Time based options  | Combination of Time based and Performance based options.   |
| 2.     | <b>Category of employees to be considered</b> | Employees of Support functions (Finance & Accounts, IT, Strategy, Operations, etc.) | Senior Management, Sales & Marketing teams   |
| 3.     | <b>Vesting Schedule</b>                       | Year 1 - 25%<br>Year 2 - 25%<br>Year 3 - 50%  | <b>Performance Options* (70%)</b><br>Year 1 - 25%<br>Year 2 - 25%<br>Year 3 - 25%<br>Year 4 - 25%<br><b>Time Options (30%)</b> |



|  |  |  |  |
|--|--|--|--|
|  |  |  | Year 1 - Nil<br>Year 2 - 25%<br>Year 3 - 50%<br>Year 4 - 25% |
|--|--|--|--|

\*Performance Options will vest based on the individual performance rating of the employee as assigned during the appraisal process for a particular year, in the manner given below:

| <b>Individual performance rating</b> | <b>% of the Performance Options that will vest</b>                                    |
|--------------------------------------|---|
| Rating 5                             | 100% of the Performance Options will vest   |
| Rating 4                             | 80% of the Performance Options will vest<br>20% of the Performance Options will lapse |
| Rating 3                             | 70% of the Performance Options will vest<br>30% of the Performance Options will lapse |



Annexure-D

Details as per Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026

| S. No. | Particulars  | Details  |
|--------|--|--|
| a.     | Name of the target entity, details in brief such as size, turnover etc.  | <b>Acquisition of MRI, EEG and NCV Services Business from Medinova Millennium MRI Services LLP (“MRI LLP”) - Wholly-owned Subsidiary of the Company.</b><br><br>For other details about the entity please refer point (j) below  |
| b.     | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length” | The proposed transaction is falls in Related Party Transactions but its except under regulation 23(5) of SEBI Listing Regulation and Section 188 of the Companies Act, 2013.<br><br>MRI LLP is the Wholly Owned Subsidiary of the Company.   |
| c.     | Industry to which the entity being acquired belongs  | MRI LLP belongs to the Healthcare Industry   |
| d.     | Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)  | MRI LLP is engaged in the business of providing MRI, EEG & NCV Services (“the Business”). The acquisition of the Business of MRI LLP pursuant to the Business Transfer Agreement would inter alia result in growth opportunities in line with strategic directions of the Board of Directors of the Comapny. |
| e.     | Brief details of any governmental or regulatory approvals required for the acquisition   | No governmental or regulatory approvals required for this acquisition  |
| f.     | Indicative time-period for completion of the acquisition   | 3 Months   |
| g.     | Nature of consideration - whether cash consideration or share swap or any other form and details of the same   | Consideration for Cash   |
| h.     | Cost of acquisition and/or the price at which the shares are acquired  | ~₹4.20 Crore/-   |
| i.     | Percentage of shareholding / control acquired and / or number of shares acquired   | 100%   |



|    |   |   |
|----|---|---|
| j. | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years' turnover, country in which the acquired entity has presence and any other significant information (in brief) | <p><b>MRI LLP</b> is the Wholly Owned Subsidiary of the Company and is into the business of healthcare services with its operations located in Kolkata, West Bengal.</p> <p><b>Date of Incorporation</b> - 21-11-2014</p> <p><b>LLPIN</b> - AAC-9556</p> <p><b>Registered Office address</b> - 1, Sarat Chatterjee Avenue, Ravindrasarobar Stadium Kolkata West Bengal 700029</p> <p><b>Total Obligatory Contribution</b> - ₹ 5,00,00,000/-</p> <p><b>Actual Contribution Received</b> - ₹ 2,30,27,000/-</p> <p><b>Last Three Years Turnover (Approx.) -</b><br/>FY 2025-26 - ₹ 2.36 Crores<br/>FY 2024-25 - ₹ 2.35 Crores<br/>FY 2023-24 - ₹ 2.49 Crores</p> |
|----|---|---|