VIJAYA DIAGNOSTIC CENTRE

Date: August 06, 2026

To,
The Corporate Relations Department
BSE Limited
Limited
Phiroz Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001.

BSE Scrip Code – 543350

To,
Listing Department
National Stock Exchange of India

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

NSE Symbol – VIJAYA

Dear Sir/ Madam,

Subject: **Report from the Audit committee and Independent Directors of the Vijaya Diagnostic Centre Limited ("VDCL" or the "Transferee Company") certifying the distribution of proceeds to eligible shareholders of fractional entitlements ("Eligible Shareholders") on account of Scheme of Amalgamation amongst Medinova Diagnostic Services Limited ("MDSL" or the "Transferor Company") and VDCL and their respective shareholders and creditors (the "Scheme") approved and sanctioned by Hon'ble National Company Law Tribunal, Hyderabad bench ("NCLT").**

Reference: **Disclosure under Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023**

In accordance with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under sub rule (7) of rule 19 of Securities Contracts (Regulation) Rules, 1957, issued by Securities and Exchange Board of India on June 20, 2023 ("**Master Circular**"), please find enclosed herewith the Report from the Audit Committee dated August 6, 2026 and Report from the Independent Directors of VDCL dated August 6, 2026, respectively certifying the details of the distribution of the proceeds to Eligible Shareholders of Medinova Diagnostic Services Limited (MDSL) pursuant to the Scheme.

Please take the above information on record.

Thanking you.
Yours sincerely,
For and on behalf of Vijaya Diagnostic Centre Limited

TADEPALLI NAGA VASUDHA
Digitally signed by TADEPALLI NAGA VASUDHA
Date: 2026.08.07 11:54:23 +05'30'

Tadepalli Naga Vasudha
Company Secretary & Compliance officer
Membership No:A23711

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF VIJAYA DIAGNOSTIC CENTRE LIMITED ("VDCL" OR THE "TRANSFEREE COMPANY") CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL ENTITLEMENTS ("ELIGIBLE SHAREHOLDERS") ON ACCOUNT OF SCHEME OF AMALGAMATION AMONGST MEDINOVA DIAGNOSTIC SERVICES LIMITED ("MDSL" OR THE "TRANSFEROR COMPANY") AND VDCL AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (THE "SCHEME")

COMMITTEE MEMBERS

1. Mr. Satyanarayana Murthy Chavali - Chairman
2. Dr. Dipinder Singh Sekhon
3. Ms. S Suprita Reddy

1. BACKGROUND

1.1. The Scheme of Amalgamation of Medinova Diagnostic Services Limited ("MDSL" or the "Transferor Company") with Vijaya Diagnostic Centre Limited ("VDCL" or the "Transferee Company") and their respective shareholders and creditors was sanctioned by the Hon'ble National Company Law Tribunal, Hyderabad Bench and has become effective upon satisfaction of the conditions prescribed under the Scheme.

1.2. Pursuant to Clause 12 of the Scheme, equity shareholders of Medinova Diagnostic Services Limited became entitled to equity shares of Vijaya Diagnostic Centre Limited in the ratio of 1 equity share of Vijaya Diagnostic Centre Limited for every 22 equity shares held in Medinova Diagnostic Services Limited.

1.3. In the terms of the provisions of the Scheme, the Eligible Shareholders of MDSL, as on the Record Date (i.e., November 25, 2025) were issued and allotted the equity shares of VDCL on January 8, 2026 as per the share exchange ratio of 22:1 i.e., for every 22 (Twenty-Two) equity shares of face value of INR 10/- (INR Ten only) each fully paid held in the Transferor Company as on Record Date, the equity shareholders of the Transferor Company shall be issued 1 (One) equity share of face value of INR 1 (INR One only) each fully paid-up in Transferee Company.

1.4. While determining the allotment pursuant to the Scheme, fractional entitlements aggregated to 3,914 equity shares of face value of INR 1 (INR One only) each fully paid-up in Transferee Company.

1.5. In accordance with Clause 15 of the Scheme, fractional entitlements arising pursuant to the share exchange ratio were consolidated and allotted to Catalyst Trusteeship Limited the Corporate Trustee appointed by the Board of Directors who held the equity shares in trust for the benefit of the Eligible Shareholders for such fractional entitlements.

1.6. In the terms of Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under sub rule (7) of rule 19 of Securities Contracts (Regulation) Rules, 1957, issued by Securities and Exchange Board of India on June 20, 2023, a report from the Audit Committee is required to certify that the proceeds from the sale of fractional entitlements are given to Eligible

Shareholders in proportion to their entitlements. This report is made to comply with the requirements of the said Master Circular.

2. TREATMENT OF FRACTIONAL ENTITLEMENTS

2.1. As per the SEBI Master Circular, the fractional entitlements are required to be disposed off and the aggregate of all such fractional holding shall be distributed (after deduction of expense incurred) to the respective shareholders of the Transferee Company in proportion to their respective fractional entitlements.

2.2. Accordingly, VDCL has transferred the net sale proceeds after deduction of applicable taxes to a separate account with HDFC opened in the name of Vijaya Diagnostic Centre Ltd-Fractional shares, for the purpose of distribution of proceeds to the Eligible Shareholders.

2.3. Accordingly, the 3,914 fractional entitlements were sold on June 22, 2026 as per following details:

No. of equity shares of VDCL sold	Average selling price per share (in INR)	Gross proceeds generated (in INR)	Deductions (in INR)	Net sale proceeds (in INR)
3,914	1,328.027	51,97,897.68	12,994.85	51,84,902.83

2.4. VDCL has distributed proceeds from sale of fractional entitlements after deducting expenses incurred and the applicable taxes, to the Eligible shareholders in proportion to their fractional entitlements through banking mode on August 05, 2026. However, in the absence of the availability of bank account details of certain Eligible Shareholders, the sale proceeds on fractional entitlements for these shareholders have been kept separately in an escrow account bearing number 50200118300305 held with HDFC Bank.

The details of the amounts paid and maintained in the escrow account are given below:

Particulars	Amount (in INR)
Total Eligible Shareholders	51,84,902.83
Shareholders paid	14,99,575.99
Shareholders not paid due to bank details unavailable, incomplete or invalid, and monies maintained in escrow	36,85,326.84
Total	**51,84,902.83**

2.5. VDCL undertakes to use its best efforts to trace and obtain the bank account details of such Eligible Shareholders and remit the amount payable to them.

2.6. In the event that the bank account details of such Eligible Shareholders are not traceable even after seven years, despite VDCL's best efforts, the unpaid amount shall be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions and rules as amended from time to time.

3. CERTIFICATE OF AUDIT COMMITTEE

3.1. The Audit Committee, after due deliberation and due consideration of all necessary documents, certifies that the proceeds from the sale of the fractional entitlements have been distributed to Eligible Shareholders in proportion to their fractional entitlements in accordance with Paragraph D of the Part 1 of the SEBI Master Circular and Clause 15 of the Scheme as maintained in a separate escrow account as required by law.

3.2. This report is made in order to comply with requirements of the SEBI Master Circular after considering all the necessary documents.

For and on behalf of Audit Committee

S.Suprita Reddy(MD &CEO)
Audit Committee Member
DIN: 00263618
Place: Hyderabad
Date: August 6, 2026

VIJAYA DIAGNOSTIC CENTRE

REPORT OF THE INDEPENDENT DIRECTORS OF VIJAYA DIAGNOSTIC CENTRE LIMITED ("VDCL" OR THE "TRANSFEREE COMPANY") CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL ENTITLEMENTS ("ELIGIBLE SHAREHOLDERS") ON ACCOUNT OF SCHEME OF AMALGAMATION AMONGST MEDINOVA DIAGNOSTIC SERVICES LIMITED ("MDSL" OR THE "TRANSFEROR COMPANY") AND VDCL AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (THE "SCHEME")

INDEPENDENT DIRECTORS

1. **Mr. C. Satyanarayana Murthy**
2. **Mr. Ravi Shankararamiah**
3. **Dr. Sasikala Paruchuri**
4. **Mr. Dipinder Singh Sekhon**

BACKGROUND

1.1. The Scheme of Amalgamation of Medinova Diagnostic Services Limited ("MDSL" or the "Transferor Company") with Vijaya Diagnostic Centre Limited ("VDCL" or the "Transferee Company") and their respective shareholders and creditors was sanctioned by the Hon'ble National Company Law Tribunal, Hyderabad Bench and has become effective upon satisfaction of the conditions prescribed under the Scheme.

1.2. Pursuant to Clause 12 of the Scheme, equity shareholders of Medinova Diagnostic Services Limited became entitled to equity shares of Vijaya Diagnostic Centre Limited in the ratio of 1 equity share of Vijaya Diagnostic Centre Limited for every 22 equity shares held in Medinova Diagnostic Services Limited.

1.3. In the terms of the provision of the Scheme, the Eligible Shareholders of MDSL, as on the Record Date (i.e., November 25, 2025) were issued and allotted the equity shares of VDCL on January 8, 2026 as per the share exchange ratio of 22:1 i.e., for every 22 (Twenty-Two) equity shares of face value of INR 10/- (INR Ten only) each fully paid held in the Transferor Company as on Record Date, the equity shareholders of the Transferor Company shall be issued 1 (One) equity share of face value of INR 1 (INR One only) each fully paid-up in Transferee Company.

1.4. While determining the allotment pursuant to the Scheme, fractional entitlements aggregated to 3,914 equity shares of face value of INR 1 (INR One only) each fully paid-up in Transferee Company.

1.5. In accordance with Clause 15 of the Scheme, fractional entitlements arising pursuant to the share exchange ratio were consolidated and allotted to Catalyst Trusteeship Limited the Corporate Trustee appointed by the Board of Directors who held the equity shares in trust for the benefit of the Eligible Shareholders for such fractional entitlements.

1.6. In the terms of Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under sub rule (7) of rule 19 of Securities Contracts (Regulation) Rules, 1957, issued by Securities and Exchange Board of India on June 20, 2023, a report from the Independent Directors is required to certify that the proceeds from the sale of fractional entitlements are given to Eligible Shareholders in proportion to their entitlements. This report is made to comply with the requirements of the said Master Circular.

2. TREATMENT OF FRACTIONAL ENTITLEMENTS

2.1. As per the SEBI Master Circular, the fractional entitlements are required to be disposed off and the aggregate of all such fractional holding shall be distributed (after deduction of expense incurred) to the respective shareholders of the Transferee Company in proportion to their respective fractional entitlements.

2.2. Accordingly, VDCL has transferred the net sale proceeds after deduction of applicable taxes to a separate account with HDFC opened in the name of Vijaya Diagnostic Centre Ltd-Fractional shares, for the purpose of distribution of proceeds to the Eligible Shareholders.

2.3. Accordingly, the 3,914 fractional entitlements were sold on June 22, 2026 as per following details:

No. of equity shares of VDCL sold	Average selling price per share (in INR)	Gross proceeds generated (in INR)	Deductions (in INR)	Net sale proceeds (in INR)
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2.4. VDCL has distributed proceeds from sale of fractional entitlements after deducting expenses incurred and the applicable taxes, to the Eligible shareholders in proportion to their fractional entitlements through banking mode on August 05, 2026. However, in the absence of the availability of bank account details of certain Eligible Shareholders, the sale proceeds on fractional entitlements for these shareholders have been kept separately in an escrow account bearing number 50200118300305 held with HDFC Bank.

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Total	51,84,902.83

2.5. VDCL undertakes to use its best efforts to trace and obtain the bank account details of such Eligible Shareholders and remit the amount payable to them.

2.6. In the event that the bank account details of such Eligible Shareholders are not traceable even after seven years, despite VDCL's best efforts, the unpaid amount shall be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions and rules as amended from time to time.

3. CERTIFICATE OF INDEPENDENT DIRECTORS

3.1. The Independent directors, after due deliberation and due consideration of all necessary documents, certifies that the proceeds from the sale of the fractional entitlements have been distributed to Eligible Shareholders in proportion to their fractional entitlements in accordance with Paragraph D of the Part 1 of the SEBI Master Circular and Clause 15 of the Scheme or maintained in a separate escrow account as required by law.

3.2. This report is made in order to comply with requirements of the SEBI Master Circular after considering all the necessary documents.

For and on behalf of Vijaya Diagnostic Centre Limited

Ravi Shankararamiah
Independent Director
[DIN:00180746]
Place: Hyderabad
Date: August 06, 2026