

NOTICE

NOTICE is hereby given that the **24th Annual General Meeting** of Members of the Medinova Diagnostic Services Limited will be held on Monday, the 25th September, 2017 at 11.00 a.m. at Central Court Hotel, Lakdi-ka-pul, Hyderabad-500004, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (both standalone & consolidated), the report of the board of directors and report of statutory auditors thereon.
2. To appoint a Director in place of Mrs. Suprita Sura Reddy (holding DIN 01206491), who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment Statutory Auditors and to fix their remuneration and in this regard, to consider, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in terms of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made there under the appointment of M/s. Ratnam Dhaveji & Co., Chartered Accountants (Firm Regn No.006677S), Hyderabad, as the statutory auditors of the Company for the 4th (Fourth) consecutive year, viz. from the conclusion of this annual general meeting to till the conclusion of next annual general meeting, out of their term of 5 (five) consecutive years as approved at the annual general meeting held on 25th September, 2014, be and is hereby ratified on such remuneration as may be agreed upon by the board of directors and the Auditors, in addition to the reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.”

“RESOLVED FURTHER THAT the board of directors be and are hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”

SPECIAL BUSINESS:

4. Approval for Related Party Transactions

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 the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 and Rules made there under (including any amendment, modification or re-enactment thereof), as amended from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board Directors to enter into contracts/arrangement/transactions with any of related party(ies) of the Company (entered/ to be entered individually with a related party or entered/ to be entered with all the related parties taken together with) during any given Financial Year on such terms and conditions as detailed below:

Name of the Related Party	Nature or Transaction	Value up to which the company can enter into contract /arrangement /transaction with related party(ies) in a financial year.
Ms. Vijaya Diagnostic Centre Private Limited Medinova Millennium MRI Services LLP Any other party which is related to the company under applicable laws and added on ongoing basis	<ul style="list-style-type: none"> • Availing or rendering of Medical Diagnostic Services, and Infrastructure Services • availing or rendering of any other services • sale, purchase or supply of any goods or materials; • selling or otherwise disposing of, or buying, property of any kind; • Any other related party transactions of what so ever nature. 	up to Rs. 5 Crores (Rupees Five Crore Only)

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion for the purpose of giving effect to this resolution, in the best interest of the Company.

**By the Order of the Board
For Medinova Diagnostic Services Limited**

Date: 14-08-2017

Place: Hyderabad

**Dr. Sura Surendranath Reddy
Director
DIN: 00108599**

Notes:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.
2. The instrument of proxy in order to be effective should be deposited at the registered office of the company in a duly completed and signed form, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported duly certified copy of the board resolution/authority, as applicable, issued by the member organization.

Pursuant to the provisions of the Companies Act, 2013 and Rules made there under viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 percent of the total share capital of the company carrying voting rights.

i.e., a person if get appointed as proxy by a member who is holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights, shall not act as proxy to any other person.

3. The register of members and share transfer books of the company will remain closed from Tuesday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive) for the purpose of the 24th annual general meeting of the company.
4. All communications in respect of the share transfers and change in their registered address may be communicated to our Registrar and Share Transfer Agent (RTA) at M/s. XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad- 500 034, Telangana. Members whose shareholdings are in dematerialized form are requested to notify changes if any, with respect to the address, email ids, etc. to the depository participant to update the same. Members, who are holding company's shares in physical form, please contact our RTA M/s. XL Softech Systems Limited to update your address, email-ids etc.
5. For the convenience of members and for proper conduct of the meeting, entry to the venue of the meeting will be regulated by attendance slip, which is enclosed with this notice. Member(s)/Proxy (ies) are requested to hand over the duly filled and signed attendance slip at the entrance for attending the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names will be entitled to vote.
7. Member who hold shares in physical form in multiple folios under same name or joint holding are requested to intimate the Registrar and Share Transfer Agents, M/s. XL Softech Systems Limited about these folios to enable consolidation of all such shareholding into one folio.
8. The company has designated exclusive email id: medicorp@medinovaindia.com to redress share holders' complaints/grievances.
9. Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is enclosed to this notice as **Annexure -I**.
10. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be appointed/re-appointed is given in the **Annexure-II** to the notice.
11. The annual report of the company circulated to the members of the company will be made available on the company's website: www.medinovaindia.com.
12. Members desirous of getting any information about the accounts and/ or operations of the Company are requested to write to the Company at least 7 (Seven) days before the date of the meeting to enable the company to provide the same.

13. All the documents referred to in this notice and explanatory statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. IST and 1:00 p.m. IST on all working days from the date hereof up to the date of the meeting. The relevant documents referred to in the notice and explanatory statement will also be available for inspection by the members at the meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
15. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. As Companies Act, 2013 also recognizes and provides for serving of documents to any member through electronic mode, an electronic copy of annual report which includes the notice of the annual general meeting will be sent to the members whose email ids are registered with the company/depository Participant unless such member requests for a physical copy of the same. For this purpose in terms of the circulars issued by the concerned authorities e-mail addresses available with the depositories i.e. CDSL/NSDL (as may be updated from time to time) will be considered as registered email-ids.
17. Printed copies of notice of annual general meeting and annual report for the year ended 31st March, 2017 would be dispatched to those members, whose depository participants account do not contain details of their email- address.
18. Members holding shares in electronic mode are requested to ensure and keep their email addresses are updated with the depository participants to support the green Initiative.
19. Members are requested to kindly bring their copies of the annual report to the Meeting. As a measure of economy, copies of the annual report will not be distributed at the annual general meeting.
20. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the meeting a member would be entitled to inspect the proxies lodged with the company between 9.00 a.m. to 6.00 p.m. IST at the registered office of the company, provided that a requisition for the same from a member is received in writing not less than 3 days before the commencement of the meeting.

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided through National Securities Depository Limited (NSDL) e-voting platform and the items of business as detailed in this notice may be transacted through remote e-voting.
2. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date of September 18, 2017 only shall be entitled to exercise the voting right (either through remote-voting or at poll AGM).
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. It may be noted that availing the remote E-voting facility is optional. The ballot shall also be made available at the annual general meeting. The members attending annual general meeting but have not cast their vote by Remote E-voting may exercise their right at the meeting. The members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. **The instructions for remote e-voting are as under:**
 - a. Members whose shareholding is in the dematerialised form and whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the User-ID and Password/PIN. Once the Member(s) receive the email, he or she will need to go through the following steps to complete the e-voting process:
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login.
 - d. Enter the User ID and password/PIN as initial password noted in step (1) above. Click Login.
 - e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: **Active Voting Cycles**.
 - g. Select “EVEN” (Remote E Voting Event Number) of **Medinova Diagnostic Services Limited**.

- h. Now you are ready for remote e-voting as **Cast Vote Page** opens.
- i. Cast your vote by selecting appropriate option and click on **“Submit”** and also **“Confirm”** when prompted.
- j. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
- k. Once you have successfully voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail @ dvm@dvmgopalandassociates.in with a copy marked to evoting@nsdl.co.in
- m. For Members holding shares in dematerialised form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the EVEN Number, User Id and Password will be provided by RTA at the bottom of the address slip pasted on the Annual Report.

Shareholder may utilise the e-voting facility by reading and following the procedural instructions listed under point nos. (b) To (j) above.

- n. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or may contact on the NSDL Toll Free No. 1800-222-990 or may contact National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone nos. +91-22-2499 4600/+91-22-2499 4360. Alternatively, Members may also write to designated email id of the company @ medicorp@medinovaindia.com.

OTHER INSTRUSCTION FOR E-VOTING

- o. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- p. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.

Note: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

- q. In case Members are holding shares in Demat mode, USER – ID is the combination of (DPID + Client ID).
- r. In case Members are holding shares in physical mode, USER – ID is the combination of (EVEN + Folio no.)
- s. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- t. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

6. E-VOTING PERIOD

The voting period begins on 21-09-2017 (9.00 AM) and ends on 24-09-2017 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 18-09-2017 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 18-09-2017.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 18-09-2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the cut-off date i.e. on 18-09-2017.

7. THE CONTACT PERSON DETAILS

Mr. Ravi Kumar
Chief Financial Officer
Medinova Diagnostic Services Limited
6-3-456/C, Flat No.206, 2nd Floor, MGR Estates, Dwarakapuri Colony
Punjagutta, Hyderabad - 500 082
Ph: 040-23310066; Email: medicorp@medinovaindia.com

8. SCRUTINIZER

M/s. DVM Gopal& Associates, Practicing Company Secretaries has been appointed as Scrutinizer for 24th Annual General Meeting of the Company to scrutinize the e-voting process and as well as poll at AGM in a fair and transparent Manner.

9. POLL AT AGM

The Chairman with the help of scrutinizer will allow for voting at the Annual General Meeting on the all resolutions set forth in the notice by use of Ballot or polling paper or by using an electronic voting system

10. DECLARATION OF RESULTS

The Scrutinizer after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing, who shall countersign the same. The Chairman or the authorised Director shall declare the result of the voting forthwith.

The Results declared along with the Scrutinizer's Report shall be uploaded on the Company's website www.medinovaindia.com as well as on the website of NSDL after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the stock exchanges.

**By Order of the Board
For Medinova Diagnostic Services Limited**

**Date: 14-08-2017
Place: Hyderabad**

**Dr. Sura Surendranath Reddy
Director
DIN: 00108599**

ANNEXURE - I TO THE NOTICE
Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No 4 of the Notice:

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution for certain Related Party Transactions which exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business and on an arm’s length basis.

Pursuant to regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirement) Regulations , 2015 (hereinafter referred as Listing Regulations), approval of the shareholders is required for all ‘material‘ related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction / transactions to be entered into in a financial year, individually or taken together with previous transactions that are entered with a related party exceed(s) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Pursuant to Regulation 15(2) of Listing Regulations, the above provisions are not applicable to the Company. However, as per the policy adopted by the company on related party transactions and as a measure of transparency, the company every year obtaining approval of shareholders for the related party transactions to ensure that all the related party transactions entered by the company at any given point of time are according to the prior approval of the shareholders.

Hence, the board of Directors commends the resolution for your approval by way of **Special Resolution**

All the related party transactions shall be with the prior approval (specific/omnibus) of Audit committee.

In view the above, it is proposed to seek approval of the members of the Company through **Special Resolution** for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 4.

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities/persons that directly/indirectly related parties of the company shall abstain from voting on resolutions (s) wherein approval of related party transactions/material related party transaction are being sought.

None of the Directors, Key Managerial Personnel or their relative(s) is/are directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/ her respective shareholding, if any, in the Company, in the resolution set out in Item No. 4 of the Notice.

By Order of the Board
For Medinova Diagnostic Services Limited

Date: 14-08-2017
Place: Hyderabad

Dr. Sura Surendranath Reddy
Director
DIN: 00108599

ANNEXURE – II

Information in respect of Director(s) seeking appointment/re-appointment as required under SEBI (LODR) Regulations.

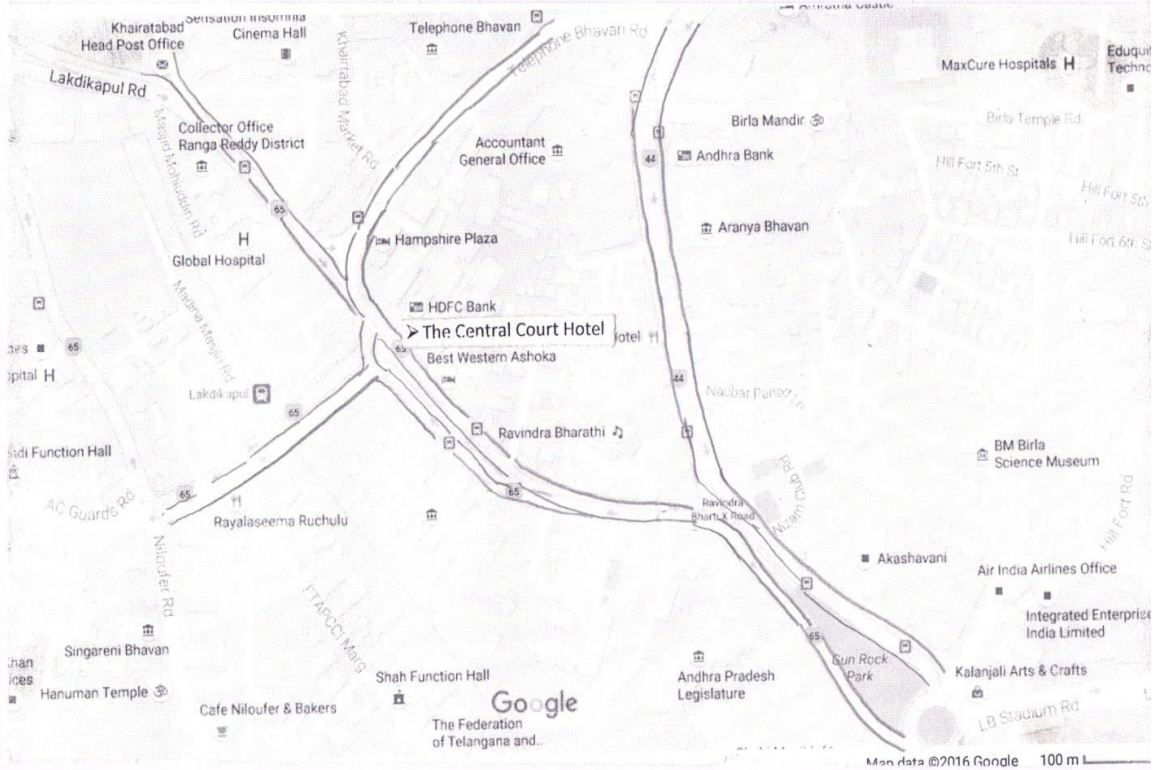
Sl. No	Particulars	
1	Name of the Director	Mrs. Suprita Sura Reddy
2	Date of Birth	17.11.1981
3	Date of Appointment	10.11.2014
4	Expertise in specific Functional Areas	Vast experience in Medical & Diagnostic Services Management with expertise in capex and inventory management.
5	Qualification	M.B.A
6	No. of shares held	Nil
7	No of Directorships held in other companies (excluding Private Limited and Foreign Companies other than this company)	Nil
8	Positions held in Mandatory Committees	Nil
9	Relations Ship with other Directors	Related to Dr. Sura Surendranath Reddy and Mr. Sunil Chandra Kondapally

**By Order of the Board
For Medinova Diagnostic Services Limited**

**Date: 14-08-2017
Place: Hyderabad**

**Dr. Sura Surendranath Reddy
Director
DIN: 00108599**

Route Map to AGM at The Central Court Hotel, Lakdi-ka-pool, Hyderabad



MEDINOVA DIAGNOSTIC SERVICES LIMITED
Form No. MGT-II
PROXY FORM



[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L85110TG1993PLC015481
 Name of the Company : Medinova Diagnostic Services Limited
 Registered Office : 6-3-456/C, Flat No.206, 2nd Floor, M.G.R. Estate, Dwarakapuri Colony, Punjagutta, Hyderabad – 500 082, Telangana
 Name of the member (s) :
 Registered address :
 E-mail Id :
 Folio No/ Client Id :
 DP ID :
 I/We, being the member(s) holding..... shares of the above named company, hereby appoint

1. Name			
Address			
E-mail Id		Signature	
	or failing him		
2. Name			
Address			
E-mail Id		Signature	
	or failing him		
3. Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Monday, the 25th September 2017 at 11.00 A. M. at The Central Court Hotel, Lakdi-ka-pool, Hyderabad – 500004 and at any adjournment thereof in respect of all the Resolutions indicated in the Notice

.....Signed this Day of September, 2017.

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix Re./- Revenue Stamp Signature
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NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Medinova Diagnostic Services Limited

CIN: L85110TG1993PLC015481
 Regd. Office: 6-3-456/C, Flat No.206, 2nd Floor, M.G.R. Estate, Dwarakapuri Colony, Punjagutta, Hyderabad – 500 082, Telangana.

ATTENDANCE SLIP
24th ANNUAL GENERAL MEETING

DP ID : Name & Address of the Registered Shareholder/Proxy

Client Id/ Folio No. :

No. of Shares :

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 24th Annual General Meeting of the Company at The Central Court Hotel, Lakdi-ka-pool, Hyderabad – 500 004 on Monday, the 25th September, 2017 at 11.00 A.M.

Note: Please complete this form and hand it over at the entrance of the hall.

Member's/Proxy's Signature