

Date: June 26, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
25th floor, Dalal Street,
Mumbai – 400 001,
Maharashtra, India.
Scrip Code: 526301

Dear Sir/ Madam,

Sub: Press release – Scheme of Amalgamation of Medinova Diagnostic Services Limited (“the Company”) with Vijaya Diagnostic Centre Limited and their respective shareholders and creditors (“Scheme”)

With reference to the captioned subject, we enclose herewith a copy of the press release issued by the Company in connection with the Scheme of Amalgamation approved by the Board of Directors of the Company at its meeting held today, i.e., Wednesday, June 26, 2024.

Thanking you.

Yours sincerely,

For and on behalf of Medinova Diagnostic Services Limited

Hansraj Singh & Compliance Officer

Company Secretary

M. No: F11438

Encl.: As above

Merger of Medinova Diagnostic Services Limited with Vijaya Diagnostic Centre Limited

Hyderabad, India, June 26, 2024

The Board of Directors of Vijaya Diagnostic Centre Limited (“VDCL”) and Medinova Diagnostic Services Limited (“MDSL”) at their respective Board meetings held today, approved the Scheme of Amalgamation for the merger of MDSL with and into VDCL (“**Merger**”).

The proposed Merger aims to combine the businesses of both companies and create synergies and enhanced value for the stakeholders of the MDSL and VDCL.

MDSL is a subsidiary of VDCL which holds 62.14% equity stake in MDSL. MDSL is in the business of providing comprehensive range of diagnostic services, spanning pathological investigations, radiology and imaging, and diagnostic cardiology.

The Merger is, inter alia, subject to the approval of the Stock Exchanges, SEBI, National Company Law Tribunal, ROC and respective shareholders & creditors of MDSL and VDCL.

Upon the Scheme of Amalgamation becoming effective, all the public shareholders of MDSL (as on the record date) will be issued **1 Equity Share of face value of INR 1 each** (Indian Rupees One) of VDCL for every **22 Equity Shares of face value of INR 10 each** (Indian Rupees Ten) held in MDSL.

The said shares will be listed on both, the National Stock Exchange of India Limited (NSE) and the BSE Limited.

KEY RATIONALE FOR MERGER

The Board of Directors of both the Companies are of the view that the proposed Amalgamation of MDSL with and into VDCL would, inter alia, have the following benefits:

- a. Both the Companies are engaged in the business of providing diagnostic services. The proposed Amalgamation will enable the MDSL and VDCL to combine their strengths and create synergies between their businesses in terms of providing integrated diagnostic services in both Pathology and Radiology to the customers;
- b. Cost savings are expected to flow from combining both the businesses, usage of common resource pool, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses;
- c. Greater efficiency in cash management and pooling of cash resources and access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities which will lead to maximisation of the shareholders’ value;
- d. The proposed Amalgamation will not adversely impact and is expected to create enhanced value for the stakeholders of both the Companies; and
- e. Simplification of overall group structure and creating efficiencies through Amalgamation.

INDICATIVE TIMELINES AND APPROVALS

The Scheme of Amalgamation will be subject to approval of the Stock Exchanges, SEBI and NCLT amongst other regulatory authorities and all shareholders and creditors of VDCL and MDSL and will take ~9 to 12 months to complete. The Merger will not have any adverse impact on the customers or creditors of MDSL.

ADVISORS

- ❖ **Price Waterhouse & Co. LLP (PwC)** are the overall transaction advisors.
- ❖ **SSPA & Co. Chartered Accountants and CA Prashant Ghorela** were the valuers appointed by VDCL and MDSL for issuing a joint valuation report for the share exchange ratio.
- ❖ **Kunvarji Finstock Private Limited** was the Merchant Banker to VDCL for the purpose of providing a Fairness Opinion on the share exchange ratio.
- ❖ **Fortress Capital Management Services Private Limited** was the Merchant Banker to MDSL for the purpose of providing a Fairness Opinion on the share exchange ratio.
