

Date: June 27, 2024

To,  
The General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> floor, Dalal Street,  
Mumbai – 400 001,  
Maharashtra, India.

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended (“SEBI LODR”) for the draft Scheme of Amalgamation amongst Medinova Diagnostic Services Limited (the “Transferor Company” or the “Company”) and Vijaya Diagnostic Centre Limited (the “Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the “Scheme”)**

Company's Scrip Code in BSE : 526301  
ISIN : INE047C01019

The Board of Directors of the Company at their meeting held on June 26, 2024, have considered and approved the Scheme for inter alia the amalgamation of the Transferor Company into and with the Transferee Company on a going concern basis, subject to the approval of the shareholders, creditors of the Company and the Transferor Company (unless the same are dispensed with), the Stock Exchange(s)/ Securities and Exchange Board of India (“SEBI”), National Company Law Tribunal, Hyderabad Bench (“NCLT”) and other necessary approval, consents, permission and sanction of relevant statutory and regulatory authorities.

The equity shares of the Company are listed on BSE Limited.

As per the provisions of Regulation 37 of SEBI LODR Regulations, a listed entity desirous of undertaking a Scheme of Amalgamation shall file the draft scheme of amalgamation, proposed to be filed before any Court or Tribunal under Sections 230 to 232 of Companies Act, 2013, whichever applicable (along with a non-refundable fee as specified) with the stock exchange(s) for obtaining the Observation Letter or No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by SEBI or stock exchange(s) from time to time.

In accordance with Paragraph 1 of Part I (A) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI titled ‘Master Circular on (i) Scheme of arrangement by Listed Entities and (ii) Relaxation under Sub-Rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 (“SEBI Master Circular”), the Board of Directors of the Company has chosen BSE Limited (“BSE”) as its ‘Designated Stock Exchange’ (“DSE”) for coordination with SEBI.

Pursuant to the SEBI Master Circular, the checklist(s) published by BSE Limited and Regulation 37 of SEBI LODR Regulations, we hereby provide the required documents/information, as more particularly mentioned/ referred in the ‘Index of Documents Submitted’ enclosed herewith, duly initialed by the Company Secretary and/ or Compliance Officer of the Company for your kind perusal.

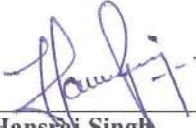
On the basis of the above submissions, we request you to kindly consider this application seeking the No-objection from your good office and grant your approval and consent to the Scheme at your earliest convenience.

**Regd. Office:** H. No. 7-1-58, Unit No. 1 / Flat No. 301, 3rd Floor, Amrutha Business Complex,  
Ameerpet, Hyderabad – 500016, Telangana, India, Phone- 040 - 42604250, E-mail:  
medicorp@medinovaindia.com, Website- www.medinovaindia.com



Should you require any further information/ clarification on the Scheme, we shall be glad to provide the same.

**Thanking you.**  
**Yours sincerely,**  
**For and on behalf of Medinova Diagnostic Services Limited**

  
**Hansraj Singh**  
**Company Secretary**  
**M. No. F11438**  
**Place: Hyderabad**  
**Date: June 27, 2024**



**SCHEME OF AMALGAMATION**

**OF**

**MEDINOVA DIAGNOSTIC SERVICES LIMITED  
(TRANSFEROR COMPANY)**

**WITH**


**VIJAYA DIAGNOSTIC CENTRE LIMITED  
(TRANSFeree COMPANY)**

**AND**

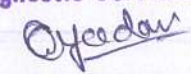
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**(Under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and  
rules framed thereunder)**

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd

  
Authorised Signatory



## I. PREAMBLE

This Scheme (*as defined hereinafter*) of Amalgamation (*as defined hereinafter*) is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with the relevant rules and regulations made thereunder including any statutory modifications or re-enactments made thereunder and amendments thereof for the scheme, the relevant provisions of the SEBI Scheme Circular (*as defined hereinafter*), and the relevant provisions of the SEBI LODR Regulations (*as defined hereinafter*) for:

- a. the Amalgamation of the Transferor Company (*as defined hereinafter*) with and into the Transferee Company (*as defined hereinafter*) on a going concern basis in accordance with Section 2(1B) of the Income-tax Act, 1961 and the consequent issuance of Equity Shares by the Transferee Company to the shareholders of the Transferor Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the SEBI Scheme Circular; and
- b. various other matters incidental, consequential or otherwise integrally connected therewith.

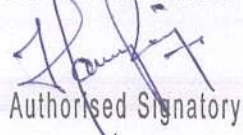
## II. DESCRIPTION OF THE COMPANIES

1. **MEDINOVA DIAGNOSTIC SERVICES LIMITED** (hereinafter referred to as the “**Transferor Company**”), is a public company incorporated under the Companies Act, 1956 with Corporate Identification Number (“CIN”) L85110TG1993PLC015481 with its registered office at H. No. 7-1-58, Unit No. 1/ Flat No.301, 3rd Floor Amrutha Business Complex, Ameerpet, Hyderabad – 500016, Telangana, India. The Transferor Company was incorporated on March 11, 1993. The Transferor Company is engaged in the business of providing a comprehensive range of diagnostic services, spanning pathological investigations, radiology and imaging, conventional, specialized lab services and diagnostic cardiology. The Equity Shares of the Transferor Company are listed and traded on the BSE Limited (“BSE”) bearing ISIN: INE047C01019 and Scrip Code: 526301.
2. **VIJAYA DIAGNOSTIC CENTRE LIMITED** (hereinafter referred to as the “**Transferee Company**”), is a public company incorporated under the Companies Act, 1956 with CIN L85195TG2002PLC039075 with its registered office at No.6-3-883/ F, FPA Building, Near Topaz building, Punjagutta, Hyderabad – 500082, Telangana, India. The Transferee Company was incorporated on June 5, 2002. The Transferee Company is engaged in the business of providing a comprehensive range of diagnostic services, spanning pathological investigations, basic and high-end radiology, nuclear medicine and related healthcare services. The Equity Shares of the Transferee Company are listed and traded on BSE bearing ISIN: INE043W01024 and Scrip Code: 543350 and the National Stock Exchange of India Limited (“NSE”) bearing Symbol: VIJAYA.

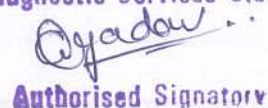
## III. RATIONALE OF THE SCHEME

3. With a view to consolidate the business and other interests of the Transferee Company and the Transferor Company, the Transferee Company and Transferor Company have decided that the

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



Transferor Company with all its business and other interests, be amalgamated with and into the Transferee Company.

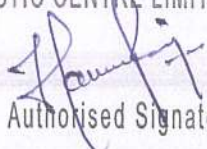
4. The Transferor Company and Transferee Company are of the view that the proposed Amalgamation of the Transferor Company with and into the Transferee Company would, inter alia, have the following benefits:
- Both the Transferor Company and Transferee Company are engaged in the business of providing diagnostic services. The proposed Amalgamation will enable the Transferor Company and the Transferee Company to combine their businesses and create synergies between their businesses, including revenue synergies through sharing of consumer understanding, market insights and channel models to ensure faster reach to the market and to achieve faster growth;
  - Cost savings are expected to flow from more focused operational efforts and simplification of business processes, productivity improvements, improved procurement, usage of common resource pool, human resource, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses;
  - Greater efficiency in cash management of the Transferee Company, pooling of cash resources and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value;
  - The proposed Amalgamation will not adversely impact and is expected to create enhanced value for the stakeholders of the Transferor Company and the Transferee Company; and
  - Simplification of overall group structure and creating efficiencies through Amalgamation.

#### IV. PARTS OF THE SCHEME

This Scheme is divided into the following parts:

<b>Part A</b>	Deals with definitions of the terms used in this Scheme, the interpretation provisions of the scheme and sets out the details of the share capital of Transferor Company and Transferee Company
<b>Part B</b>	Deals with Amalgamation of Transferor Company with the Transferee Company in accordance with Section 2(1B) of the Income-tax Act, 1961 and Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 and rules made thereunder, and the relevant provisions of the SEBI Scheme Circular and the SEBI LODR Regulations and listing of Equity Shares of the Transferee Company that are issued pursuant to the Scheme

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.  
  
Authorised Signatory

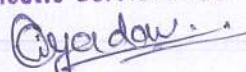


<b>Part C</b>	The dissolution of the Transferor Company and the accounting treatment for the Scheme
<b>Part D</b>	Deals with general terms and conditions that will be applicable to the entire Scheme including, inter alia, the combination of the authorized share capital of the Transferor Company with that of the Transferee Company and the conditions precedent to effectiveness of the Scheme

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medinova Diagnostic Services Ltd.

  
Authorised Signatory



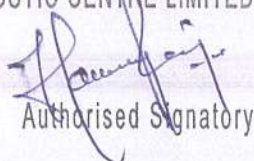
**PART A**  
**DEFINITIONS AND SHARE CAPITAL**

**1. DEFINITIONS**

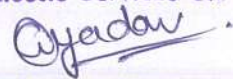
In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings:

- 1.1 **"Act"** means the (Indian) Companies Act, 2013 and any rules, regulations, circulars, notifications, clarifications or guidelines issued thereunder or applicable provisions of the erstwhile Companies Act, 1956 (*as the case may be*) including any statutory modifications, reenactment or amendment thereof;
- 1.2 **"Amalgamation"** means amalgamation of the Transferor Company with the Transferee Company pursuant to Sections 230 to 232 and other relevant provisions of the Act and applicable provisions of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other relevant rules and regulations, and Section 2(1B) and other relevant provisions of the Income-tax Act, 1961;
- 1.3 **"Applicable Law"** includes all statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, approvals, bye-laws, regulations, notifications, guidelines, ordinance, policies, directions, directives, circulars, notifications and orders promulgated by a Governmental Authority (or any sub-division thereof), statutory authority, tribunal (including the Tribunals), board, court or Stock Exchanges, which are in force and binding at the relevant time, and as may be applicable;
- 1.4 **"Appointed Date"** means April 01, 2024 or such other date as may be approved by the National Company Law Tribunal, Hyderabad Bench, Hyderabad;
- 1.5 **"Articles"** means the Articles of Association of the said company;
- 1.6 **"Board of Directors" or "Board"** in relation to any company, means the board of directors of such company and shall, unless repugnant to the context thereof, include a committee of directors duly authorized by such board of directors;
- 1.7 **"Clause"** means a clause of this Scheme;
- 1.8 **"Consent"** means any notice, consent, approval, permission, authorisation, waiver, permit, clearance, no objection, license, exemption, of, from or to any Person;
- 1.9 **"Contract"** means any agreement(s), contract(s), sub-contract(s), arrangement(s), memoranda of undertaking(s), guarantee(s) and indemnity(ies), memoranda(s) of agreement, expression(s) of interest, bid(s), letter(s) of intent, letter(s) of agreed points, instrument(s), understanding(s), commitment(s), purchase order(s) work order(s), deed(s), bond(s), warranty(ies), insurance(s),

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorized Signatory

For Medineva Diagnostic Services Ltd

  
Authorized Signatory



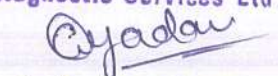
lease(s), license(s), tender(s), undertaking(s) or commitment(s) of any nature (whether or not the same is absolute, revocable, contingent, conditional, binding or otherwise (whether written or otherwise), including all amendment(s) and modification(s) thereto), to which the Transferor Company is a party or by which any of the assets held by the Transferor Company are bound;

- 1.10 **"Effective Date"** means the date on which the Scheme shall become effective pursuant to Clause 29 of the Scheme. Any references in this Scheme to *"upon this Scheme becoming effective"* means and refers to the Effective Date.
- 1.11 **"Equity Shares"** with respect to a company, mean the fully paid-up equity shares of such company;
- 1.12 **"ESOP"** means employee stock options;
- 1.13 **"Governmental Authority"** means any supranational, national, state, municipal or local government authority (including any subdivision, court, administrative or regulatory agency or commission or other authority thereof), quasi government authority, statutory authority, regulatory authority, agency, government department, board, commission, administrative authority, tribunal or court or any authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, having or purporting to have jurisdiction on behalf of the Republic of India or any state or province or other political subdivision thereof or any municipality, district or other subdivision thereof, over the Transferor Company and/ or the Transferee Company, including the SEBI and the Stock Exchanges;
- 1.14 **"Income Tax Act"** means the (Indian) Income-tax Act, 1961, together with all applicable by-laws, rules, regulations, circulars, notifications, orders, ordinances, policies, directions and similar Applicable Law or supplements issued thereunder;
- 1.15 **"Memorandum"** means the Memorandum of Association of the said company;
- 1.16 **"NCLT" or "Tribunal"** means the National Company Law Tribunal, Hyderabad bench having jurisdiction over the registered offices of Transferor Company and Transferee Company and shall include, if applicable, such other forum or authority as may be vested with the powers of the NCLT under the Act;
- 1.17 **"NCLT Order"** means the order of the Tribunal approving the Scheme;
- 1.18 **"Person"** means any individual or other entity, whether a corporation, firm, company, joint venture, trust, association (including unincorporated association), organization, partnership or proprietorship, body corporate, corporation (including any non-profit corporation), estate, society, firm, or any other enterprise or other entity, including any governmental agency or regulatory body, in each case, whether or not having separate legal personality and whether acting in an individual, fiduciary or other capacity;
- 1.19 **"Record Date"** shall mean the date fixed by the Board of the Transferee Company in

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd


  
Authorised Signatory



consultation with the Transferor Company for the purpose of determining the shareholders of the Transferor Company to whom the Equity Shares of the Transferee Company would be issued pursuant to Clause 12 of Section 2 of Part B of this Scheme;

- 1.20 **“Registered Valuer”** means a Person registered as a valuer in terms of Section 247 of the Act;
- 1.21 **“RoC”** means the Registrar of Companies, Hyderabad, having jurisdiction over the Transferee Company and Transferor Company;
- 1.22 **“Scheme”** means this scheme of Amalgamation between the Transferor Company and Transferee Company and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, and rules made thereunder;
- 1.23 **“SEBI”** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992, as amended from time to time;
- 1.24 **“SEBI LODR Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 1.25 **“SEBI Scheme Circular”** means the Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI on scheme of arrangement by listed entities and any other related circular(s) issued by SEBI, as in effect from time to time;
- 1.26 **“Stock Exchanges”** means the stock exchange(s) where the Equity Shares of the Transferor Company and the Transferee Company are listed and are admitted to trading, viz, BSE and/ or NSE;
- 1.27 **“Tax” or “Taxes”** means and includes all taxes on income, profit, sales, use, goods, services, asset, capital gains, fringe benefit, gift, gratuity, provident fund, Minimum Alternate Tax (“MAT”), buyback distribution tax, securities transaction tax, dividend distribution tax, Tax Deducted At Source (“TDS”), Tax Collected At Source (“TCS”), equalization levy, property tax, value-added tax, sales tax, transfer taxes, Goods and Services Tax (“GST”), duties of customs and excise, octroi duty, wealth tax, entry tax, stamp duty, customs and similar charges of any jurisdiction, and other governmental charges or duties, levies, imposts or other taxes whether direct or indirect, whether central, state or local, including any surcharge or cess (including education cess, health and education cess, secondary and higher education cess) thereon, together with any interest, penalties, additions to tax or additional amount with respect thereto; including payable in a representative capacity;
- 1.28 **“Transferee Company”** shall have the meaning ascribed to it in the preamble with all its undertakings and business, as a going concern, and shall include (without limitation):
- a. all the assets and properties (whether moveable or immovable, tangible or intangible, real or personal, in possession or reversion, corporeal or incorporeal, present, future or contingent), including but not limited to manufacturing facilities, laboratories, land,

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

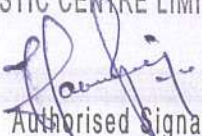
  
Authorised Signatory




(whether leasehold or freehold), processing plants, plant and machinery, computers, equipment, building and structures, offices, residential and other premises, diesel generator sets, stock-in-trade, packing materials, raw materials, tablets, capsules, vials, ointments, active pharmaceutical ingredients and drugs intermediaries, capital work in progress, sundry debtors, furniture, fixtures, interiors, office equipment, vehicles, appliances, accessories, power lines, depots, deposits, all stocks, stocks of fuel, assets, investments of all kinds (including shares, scripts, subsidiaries, stocks, bonds, debenture stocks, units or pass through certificates) including shares or other securities, cash balances or deposits with banks, cheques on hand, loans, advances, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits, financial assets, leases, hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, bids, tenders, letters of intent, expressions of interest, development rights (whether vested or potential and whether under agreements or otherwise), municipal permissions, tenancies or license in relation to the office and /or residential properties (including for the employees or other persons), guest houses, go downs, warehouses, licenses, fixed and other assets, intangible assets, trade and service names and marks, patents, copyrights, designs and other intellectual property rights of any nature whatsoever, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, title, interests, other benefits (including tax benefits), employee benefit plan, export incentives accrued, derivative instruments, forward contracts, insurance claims receivable, tax related assets, including but not limited to goods and service tax input credits, value added/ sales tax/ entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit, tax holiday benefit, incentives, tax losses, rights, easements, privileges, liberties and advantages of whatsoever nature and wherever situated;

- b. all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto;
- c. all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/license agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier /manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



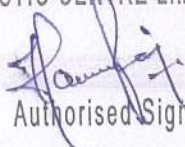
whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder;

- d. all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever;
- e. all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kinds, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated;
- f. all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form;
- g. investments in shares, debentures and other securities;
- h. all debts (secured and unsecured), liabilities including contingent liabilities, duties, leases and all other obligations of whatsoever kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized;
- i. all permanent and temporary employees employed/ engaged in and relatable to the business as on the Effective Date; and
- j. all legal or other proceedings of whatsoever nature.

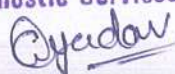
1.29 **"Transferor Company"** shall have the meaning ascribed to it in the preamble with all its undertakings and business, as a going concern, and shall include (without limitation):

- a. all the assets and properties (whether moveable or immovable, tangible or intangible, real or personal, in possession or reversion, corporeal or incorporeal, present, future or contingent), including but not limited to manufacturing facilities, laboratories, land, (whether leasehold or freehold), processing plants, plant and machinery, computers, equipment, building and structures, offices, residential and other premises, diesel generator sets, stock-in-trade, packing materials, raw materials, tablets, capsules, vials,

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medinova Diagnostic Services Ltd,

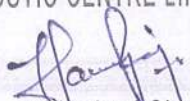
  
Authorised Signatory



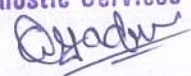
ointments, active pharmaceutical ingredients and drugs intermediaries, capital work in progress, sundry debtors, furniture, fixtures, interiors, office equipment, vehicles, appliances, accessories, power lines, depots, deposits, all stocks, stocks of fuel, assets, investments of all kinds (including shares, scripts, subsidiaries, stocks, bonds, debenture stocks, units or pass through certificates) including shares or other securities, cash balances or deposits with banks, cheques on hand, loans, advances, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits, financial assets, leases, hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, bids, tenders, letters of intent, expressions of interest, development rights (whether vested or potential and whether under agreements or otherwise), municipal permissions, tenancies or license in relation to the office and /or residential properties (including for the employees or other persons), guest houses, go downs, warehouses, licenses, fixed and other assets, intangible assets, trade and service names and marks, patents, copyrights, designs and other intellectual property rights of any nature whatsoever, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, title, interests, other benefits (including tax benefits), employee benefit plan, export incentives accrued, derivative instruments, forward contracts, insurance claims receivable, tax related assets, including but not limited to goods and service tax input credits, value added/ sales tax/ entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit, tax holiday benefit, incentives, tax losses, rights, easements, privileges, liberties and advantages of whatsoever nature and wherever situated;

- b. all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto;
- c. all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/license agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier /manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder;

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



- d. all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever;
- e. all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kinds, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated;
- f. all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form;
- g. investments in shares, debentures and other securities and all other investments in Partnership Firms and Limited Liability Partnership (LLP), if any;
- h. all debts (secured and unsecured), liabilities including contingent liabilities, duties, leases and all other obligations of whatsoever kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized;
- i. all permanent and temporary employees employed/ engaged in and relatable to the business as on the Effective Date; and
- j. all legal or other proceedings of whatsoever nature.

1.30 "Trustee" shall have the meaning ascribed to it in Clause 15 of the Scheme.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

Authorised Signatory

for Medinova Diagnostic Services Ltd.

Authorised Signatory



## 2. INTERPRETATION

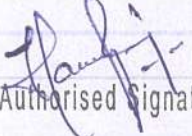
In this Scheme, unless the context requires otherwise:

- 2.1 the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- 2.2 words in singular shall include the plural and vice-versa;
- 2.3 the terms “hereof”, “herein”, or similar expressions used in this Scheme shall mean and refer to this Scheme and not to any particular clause of this Scheme;
- 2.4 wherever the word “include”, “includes”, or “including” is used in this Scheme, it shall be deemed to be followed by the words “without limitation”;
- 2.5 any reference to any enactment, rule, regulation, notification, circular or statutory provision is a reference to it as it may have been, or may from time to time be, amended, modified, consolidate or re-enacted (with or without modification) and includes all rules, regulations, circulars, notifications, instruments or orders made under such enactment;
- 2.6 any reference to an “agreement” or “document” shall be construed as a reference to such agreement or document as amended, varied, supplemented or novated in writing at the relevant time in accordance with the requirements of such agreement or document;
- 2.7 where a wider construction is possible, the words “other” and “otherwise” shall not be construed ejusdem generis with any foregoing words; and
- 2.8 any reference to “INR” shall mean Indian National Rupees.

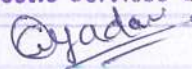
## 3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Amalgamation of Transferor Company with Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date but shall be operative from the Effective Date.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd

  
Authorised Signatory



#### 4. SHARE CAPITAL

- 4.1 The authorised, issued, subscribed and paid-up share capital of the Transferor Company as on March 31, 2024, is as follows:

Particulars	Amount in INR
<b>Authorised Share Capital:</b>	
11,000,000 (One Crore Ten Lakhs) Equity Shares of INR 10 (INR Ten)	110,000,000
<b>TOTAL</b>	<b>110,000,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
9,981,640 (Ninety-Nine Lakhs Eighty-One Thousand Six Hundred and Forty) Equity Shares of INR 10 (INR Ten) each*	99,816,400
<b>TOTAL</b>	<b>99,816,400</b>

\*Out of the above total no. of equity shares, an amount of INR 5(Five) each in relation to 49,600 Equity Shares totaling to INR 248,000 were unpaid by few shareholders at the time of public issue (IPO) in the year 1993-94. Due to the non-availability of the information considering the 30-year legacy of the Transferor Company and for the purposes of this Scheme of Amalgamation, the said shares are being considered as fully paid-up.

The Equity Shares of the Transferor Company are listed and traded on BSE.

Subsequent to March 31, 2024, there has been no change in the share capital of the Transferor Company till date.

- 4.2 The authorised, issued, subscribed and paid-up share capital of the Transferee Company as on March 31, 2024, is as follows:

Particulars	Amount in INR
<b>Authorised Share Capital:</b>	
120,500,000 (Twelve Crore Five Lakh) Equity Shares of INR 1 (INR One) each	120,500,000
<b>TOTAL</b>	<b>120,500,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
102,345,693 (Ten Crore Twenty-Three Lakhs Forty-Five Thousand Six Hundred and Ninety-Three) Equity Shares of INR 1 (INR One) each	102,345,693
<b>TOTAL</b>	<b>102,345,693</b>

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory

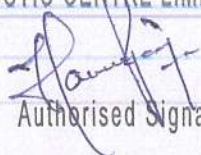


Subsequent to March 31, 2024, there has been a change in the share capital of the Transferee Company as under which is mainly on account of allotment of Equity Shares pursuant to exercise of ESOPs by the employees of the Transferee Company:

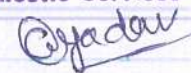
Particulars	Amount in INR
<b>Authorised Share Capital:</b>	
120,500,000 (Twelve Crore Five Lakh) Equity Shares of INR 1 (INR One) each	120,500,000
<b>TOTAL</b>	<b>120,500,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
102,597,450 (Ten Crore Twenty-Five Lakhs Ninety-Seven Thousand Four Hundred and Fifty) Equity Shares of INR 1 (INR One) each	102,597,450
<b>TOTAL</b>	<b>102,597,450</b>

The Equity Shares of the Transferee Company are listed and traded on the Stock Exchanges.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medineva Diagnostic Services Ltd.

  
Authorised Signatory



**PART B**

**SECTION 1:**

**AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEEE COMPANY**

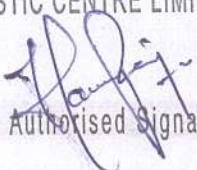
**5. TRANSFER AND VESTING OF THE TRANSFEROR COMPANY**

5.1 With effect from the Appointed Date and upon the Scheme becoming effective on the Effective Date, and subject to the provisions of this Scheme, the Transferor Company shall stand amalgamated with and into the Transferee Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein as detailed below.

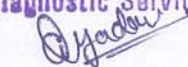
5.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the effective date, the whole of the business, personnel property, assets, investments, right, benefits and interest therein of the Transferor Company shall with effect from the Appointed Date, stand transferred to and be vested in the Transferee Company without any further act or deed, and by virtue of the order passed by the NCLT. Without prejudice to the generality of the above and in particular, the Transferor Company shall stand amalgamated to and be vested in the Transferee Company in the manner provided below:

- (i) all assets of the Transferor Company as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting pursuant to this Scheme, if any, shall stand vested in the Transferee Company;
- (ii) all movable properties of the Transferor Company, other than those specified in sub-clause (i) above, including but not limited to sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, cash in hand, deposits, investments (including investments in securities of other companies whether, shares, stocks, debentures units, or other similar instrument), if any, shall without any further act, instrument or deed become the property of the Transferee Company;
- (iii) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured whether provided for or not in the books of accounts or disclosed in the balance sheet of the Transferor company, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company and the Transferee Company undertakes to meet, discharge and satisfy the same unless otherwise stated in this Scheme;
- (iv) all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses in relation to the Transferor Company, shall be in full force and effect on the Transferee Company and may be enforced as fully and

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



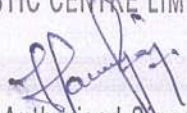
effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto;

- (v) any pending suit/ appeal or other proceedings of whatsoever nature relating to the Transferor Company, whether by or against the Transferor Company, shall not abate or be discontinued or in any way prejudicially affected by reason of the Amalgamation of the Transferor Company or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Transferee Company in the same manner and to the same extent as they would or might have been continued, prosecuted and/ or enforced by or against the Transferor Company, as if this Scheme had not been made. The Transferee Company shall file necessary application for transfer of all pending suit/ appeal or other proceedings of whatsoever nature relating to the Transferor Company;
- (vi) **Employees:** Upon the Scheme becoming effective, all staff, workmen and employees of the Transferor Company, if any, who are in service as on the Effective Date shall become staff, workmen and employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to their employment with the Transferor Company on the Effective Date. The Transferee Company agrees that the services of all such employees with the Transferor Company, up to the Effective Date shall be taken into account for purposes of all retirement benefits to which they may be eligible as on the Effective Date.


It is expressly provided that, upon the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund or such other Special Fund, if any, or Trusts (hereinafter collectively referred as "Funds") created for the benefit of the staff, workmen and employees of the Transferor Company shall, with the approval of the concerned authorities, become Funds of the Transferee Company, or shall be transferred to or merged with other similar funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such Funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such Funds shall become those of the Transferee Company. It is clarified that the services of the staff, workmen and employees will be treated as having been continuous for the purpose of the said Funds.

- (vii) all statutory licenses, permissions, approvals including but not limited to the licenses, permissions and approvals provided in **Annexure 1** and Consent held by the Transferor Company required to carry on its operations shall stand transferred to and be vested in the Transferee Company without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory authorities concerned therewith in favor of the Transferee Company. The benefits of all statutory licenses, permissions, approvals and

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



consents of the Transferor Company shall vest in and become available to the Transferee Company pursuant to the Scheme; and

(viii) any and all registrations, goodwill, licenses appertaining to the Transferor Company shall stand transferred to and vested in the Transferee Company.

(ix) all Taxes in relation to the Transferor Company, if any, including all or any refunds of claims shall be treated as the tax liability or refunds/ claims as the case may be of the Transferee Company as detailed in Clause 6 of the Scheme.

## 6. TREATMENT OF TAXES

- 6.1 All Taxes/ cess/ duties paid, payable, received or receivable by or on behalf of the Transferor Company, including all or any refunds, claims or entitlements as to Tax credits, Taxes paid in advance, and/ or TDS and/ or TCS, including refunds or claims pending with the revenue authorities, if any, whether or not the same is reflected in Form 26AS/ Form Annual Information Statement ("AIS") of the Transferor Company, shall for all purposes be treated as the Taxes/ cess/ duties, liabilities, refunds, claims or entitlements of the Transferee Company by operation of Applicable Law pursuant to the NCLT Order, without the requirement of any further act, instrument or deed;
- 6.2 All deductions otherwise admissible to the Transferor Company including without limitation deduction admissible on actual payment or on deduction of appropriate Taxes or on payment of Tax deducted at source (including, but not limited to, claim for sum prescribed under Section 43B, Section 40, Section 35DD and Section 94B of the Income Tax Act, claim for deduction of provisions written back by the Transferor Company previously disallowed in the hands of Transferor Company under the Income Tax Act, claim for debt or part of debt written off by Transferor Company under Section 36(1)(vii) read with Section 36(2) of the Income Tax Act where such debt or part of debt were offered to Tax by the Transferor Company, and claim for any deferred payments) shall be eligible for deduction to the Transferee Company in the same manner and to the same extent as would have been enjoyed, availed or utilized by the Transferor Company before the Effective Date by operation of Applicable Law pursuant to the NCLT Order, without the requirement of any further act, instrument or deed;
- 6.3 The unutilized credits relating to service tax/ GST on input goods consumed by the Transferor Company shall be transferred to the Transferee Company automatically without any specific approval or permission, as an integral part of the Scheme, by operation of Applicable Law pursuant to the NCLT Order without the requirement of any further act, instrument or deed;
- 6.4 To the extent required, the Transferor Company and Transferee Company shall be permitted to revise and file their respective financial statements, income Tax returns (including under Section 170A of the Income Tax Act, TDS or TCS), TDS and/ TCS returns, sales tax, value added Tax, service Tax, central sales Tax, entry Tax, GST returns and any other Tax returns, if

For VIJAYA DIAGNOSTIC CENTRE LIMITED

Authorised Signatory

for Medinova Diagnostic Services Ltd,

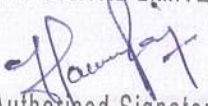
Authorised Signatory



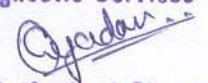
required to give effect to the provisions of the Scheme. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have expired;

- 6.5 The Transferee Company shall be entitled to: (i) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Company, which may be allowable in accordance with the provisions of the Income Tax Act on or after the Effective Date; and (ii) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Company prior to the Effective Date;
- 6.6 Notwithstanding anything to the contrary contained in the provisions of this Scheme, unabsorbed Tax depreciation and accumulated losses, if any, of the Transferor Company as on the Effective Date, shall, for all purposes, be treated as unabsorbed Tax depreciation and accumulated losses of the Transferee Company and Transferee Company shall be eligible to set off unabsorbed Tax depreciation and accumulated losses, if any, of the Transferor Company as on the Effective Date against future taxable income of the Transferee Company in the same manner and to the same extent as would have been enjoyed, availed or utilized by the Transferor Company before the Effective Date subject to the applicable provisions of the Income Tax Act;
- 6.7 It is further clarified that any unabsorbed depreciation of the Transferor Company as specified in their respective books of account shall be included as unabsorbed depreciation of the Transferee Company for the purposes of computation of MAT;
- 6.8 Any Tax liability under the Income Tax Act, or any other applicable Tax laws or regulations allocable to the Transferor Company whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Company made as on the date immediately preceding the Effective Date, shall be transferred to the Transferee Company. Any surplus in the provision for taxes or duties or levies in the accounts of the Transferor Company, including advance Tax and TDS as on the close of business in India on the date immediately preceding the Effective Date will also be transferred to the account of the Transferee Company, by operation of Applicable Law pursuant to the NCLT Order without the requirement of any further act, instrument or deed;
- 6.9 All Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Company, pending or arising as on the Effective Date, shall be continued and/ or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the Amalgamation of the Transferor Company with and into the Transferee Company pursuant to and in accordance with this Scheme or anything contained in this Scheme;

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medineva Diagnostic Services Ltd.

  
Authorised Signatory

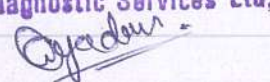


- 6.10 Any refund under the Income Tax Act or any other tax laws related to or due to the Transferor Company, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Transferee Company; and
- 6.11 Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, GST and applicable state value added Tax (if applicable)) to which the Transferor Company is entitled to in terms of applicable tax laws, shall be available to and vest in the Transferee Company by operation of Applicable Law pursuant to the NCLT Order without the requirement of any further act, instrument or deed.
7. The Transferee Company and the Transferor Company shall, respectively, take such actions as may be necessary and permissible in order to give formal effect to the provisions of Part B of this Scheme, including, without limitation, making appropriate filings with any Person (including the relevant Governmental Authorities), and such Person (including the relevant Governmental Authorities) shall take the same on record, and shall make and duly record the necessary substitution/ endorsement in the name of the Transferee Company upon Part B of the Scheme coming into effect on the Effective Date and with effect from the Appointed Date in accordance with the terms hereof.
8. The Transferee Company shall, at any time after Part B of the Scheme coming into effect on the Effective Date and with effect from the Appointed Date, if so required under Applicable Law, do all such acts or things as may be necessary to transfer/ obtain the approvals, Consent, Contract, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Transferor Company, including in connection with the transfer of properties of the Transferor Company to the Transferee Company. The Transferee Company shall file appropriate applications/ documents and make appropriate filings with the relevant authorities concerned for information and record purposes and the Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such acts, formalities or compliances referred to above on behalf of the Transferor Company, inter alia, in its capacity as the successor entity of the Transferor Company.
9. **CONDUCT OF THE TRANSFEROR COMPANY TILL THE EFFECTIVE DATE**
- 9.1 With effect from the Appointed Date and up to and including the Effective Date:
- i. The Transferor Company shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets for and on account of and in trust for the Transferee Company;

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd,

  
Authorised Signatory

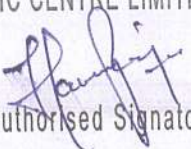


- ii. The Transferor Company hereby undertakes to hold its assets with utmost prudence until the Effective Date;
- iii. The Transferor Company shall carry on its business and activities with reasonable diligence, business prudence in the ordinary course of business and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any additional liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of its properties/ assets, except: (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme with the NCLT; or (c) when a prior written consent of the Transferee Company has been obtained in this regard;
- iv. Except by mutual consent of the Board of Directors of the Transferor Company and Transferee Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date or as part of this Scheme, pending sanction of this Scheme by the NCLT, the Transferor Company shall not make any change in its capital structure either by any increase (by issue of equity shares, bonus shares, preference shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub- division or consolidation, re-organisation or in any other manner, which would have the effect of re-organisation of capital of the Transferor Company;
- v. The Transferor Company shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligations, undertaken prior to the date of approval of the Scheme by the Board of Directors of the Transferor Company, the terms and conditions of employment of any of its employees except with the written concurrence of the Transferee Company;
- vi. The Transferor Company shall not alter or expand its business except with the written concurrence of the Transferee Company; and
- vii. The Transferor Company shall not amend its Memorandum and/ or its Articles, except with the written concurrence of the Transferee Company.

9.2 All the profits or income accruing or arising to the Transferor Company or expenditure or losses arising or incurred or suffered by it with effect from the Appointed Date shall for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure, as the case may be, of the Transferee Company respectively, unless otherwise provided in this Scheme.

9.3 With effect from the Effective Date, the Transferee Company shall commence and carry on and shall be authorized to carry on the business of the Transferor Company.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory

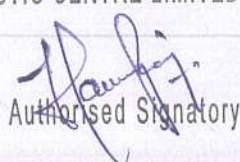


- 9.3 With effect from the Effective Date, the Transferee Company shall commence and carry on and shall be authorized to carry on the business of the Transferor Company.
- 9.4 Upon this Scheme becoming effective, the Transferor Company shall stand dissolved, without following the procedure of winding up prescribed under the Insolvency and Bankruptcy Code, 2016, as may be applicable.
- 9.5 For the purpose of giving effect to the NCLT Order passed under Sections 230 to 232 and other applicable provisions of the Act in respect of the Scheme by NCLT, the Transferee Company shall, at any time pursuant to the order on the Scheme, be entitled to get the records of the change in the legal right(s) upon the Amalgamation of the Transferor Company, in accordance with the provisions of Sections 230 to 232 of the Act.
- 9.6 For the avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Transferor Company have been replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in the name of the Transferor Company in so far as may be necessary. All cheques and negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. Similarly, till the time any regulatory registrations of the Transferor Company are closed/ suspended and regulatory filings are required to be done on such registrations, the Transferee Company shall be entitled to do so to comply with the relevant regulations.


#### 10. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the assets, liabilities and obligations pertaining/ relating to the Transferor Company, pursuant to this Scheme, and the continuance of the proceedings by or against the Transferee Company, under this Scheme shall not affect any transactions or proceedings already completed by the Transferor Company, on and after the Appointed Date to the end and intent that Transferee Company accepts all acts, deeds and things done and executed by and/ or on behalf of the Transferor Company, as acts, deeds and things done and executed by and on behalf of Transferee Company.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorized Signatory

For Medinova Diagnostic Services Ltd.

  
Authorized Signatory



**SECTION 2**  
**CONSIDERATION FOR AMALGAMATION**


11. The Board of the Transferee Company shall determine the Record Date for the issue and allotment of Equity Shares to the shareholders of the Transferor Company.
12. Upon Part B of the Scheme coming into effect and in consideration of the Amalgamation including the transfer and vesting of the Transferor Company in accordance to Clause 5 with the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further application, act, instrument or deed issue and allot to each equity shareholders of the Transferor Company (other than the Transferee Company or its nominees or subsidiaries), whose names are registered in the Register of Members of the Transferor Company as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or their successors in title as may be recognised by the Board of Directors of Transferor Company in the following manner:

*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 the Record Date (as defined in the Scheme), 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 in the Transferee Company.*

Since the Transferor Company is a subsidiary of the Transferee Company, upon the Scheme being sanctioned by the Hon'ble NCLT, all the Equity Shares, held by the Transferee Company and its nominees in the Transferor Company, shall be cancelled and extinguished. Accordingly, there will be no issuance and allotment of Equity Shares to the Transferee Company.

13. The share exchange ratio stated in Clause 12 above has been taken on record and approved by the Board of Directors of the Transferor Company and Transferee Company after taking into consideration the joint valuation report dated 26<sup>th</sup> June, 2024 provided by SSPA & Co., Chartered Accountants and CA Prashant Ghorela, both who are Registered Valuers issued to the Transferor Company and Transferee Company.
14. The Equity Shares in the Transferee Company to be issued to the shareholders of the Transferor Company pursuant to Clause 12 of Section 2 of Part B of this Scheme shall rank *pari passu* in all respects with the existing Equity Shares of the Transferee Company, including with respect to dividend, bonus, voting rights and other corporate benefits attached to the Equity Shares of the Transferee Company. The Equity Shares of the Transferee Company issued pursuant to Clause 12 of Section 2 of Part B and in lieu of the locked-in shares of the Transferor Company, if any, will be subject to lock-in for the remaining lock-in period of such locked-in shares, in accordance with the SEBI Scheme Circular.
15. If any shareholder of the Transferor Company becomes entitled to a fractional Equity Share to be issued by the Transferee Company pursuant to Clause 12 of Section 2 of Part B of this Scheme, the Transferee Company shall not issue such fractional Equity Share to such shareholder of the Transferor Company, but shall consolidate all such fractional entitlements

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medineva Diagnostic Services Ltd.  
  
Authorised Signatory



and round up the aggregate of such fractions to the next whole number of all shareholders of the Transferor Company and the Board of the Transferee Company shall, without the requirement of any further act, instrument or deed, issue and allot such Equity Shares that represent the consolidated fractional entitlements to a trustee nominated by the Board of the Transferee Company ("Trustee") and the Trustee shall hold such Equity Shares, with all additions or accretions thereto, in trust for the benefit of the shareholders of the Transferor Company who are entitled to the fractional entitlements (and their respective heirs, executors, administrators or successors) for the specific purpose of selling such Equity Shares in the market within a period of 90 (ninety) days from the date of allotment of shares and receipt of consequent listing and trading approval in respect of such shares, and on such sale, distribute to the shareholders in proportion to their respective fractional entitlements, the net sale proceeds of such Equity Shares and dividends or distributions made on such Equity Shares (after deduction of applicable Taxes and costs incurred and subject to TDS, if any). It is clarified that any such distribution shall take place only after the sale of all the Equity Shares of the Transferee Company that were issued and allotted to the Trustee pursuant to this Clause 15. The Transferee Company would within a period of 7 (Seven) days of compensating the eligible shareholders, submit to the stock exchanges a report from the Audit Committee and the independent directors stating that the eligible shareholders have been compensated. In the event of any amount remaining unpaid, the same shall, at the end of 7 (Seven) years, be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Act as amended from time to time.

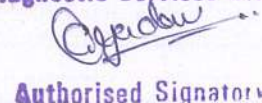
16. The Equity Shares issued by the Transferee Company in terms of Clause 12 of Section 2 of Part B of the Scheme shall be issued in dematerialized form and the register of members maintained by the Transferee Company and/ or, other relevant records, whether in physical or electronic form, maintained by the Transferee Company, the relevant depository and registrar and transfer agent in terms of Applicable Law shall (as deemed necessary by the Board of the Transferee Company) be updated to reflect the issue of such Equity Shares by the Transferee Company in terms of this Scheme. The shareholders of the Transferor Company who hold Equity Shares in the Transferor Company in physical form shall provide requisite details relating to his/ her/ its accounts with a depository participant to the Transferee Company prior to the Effective Date to enable the Transferee Company to issue Equity Shares in terms of Clause 12 of Section 2 of Part B of the Scheme.

However, if no such details have been provided to the Transferee Company by the relevant shareholder(s) holding Equity Shares in the Transferor Company in physical form prior to the Effective Date, the Transferee Company shall, deal with the relevant Equity Shares in such manner as may be permissible under the Applicable Law, including by way of issuing the corresponding Equity Shares in dematerialized form to the Trustee nominated by the Board of the Transferee Company who shall hold such Equity Shares in trust for the benefit of the relevant shareholder(s) of the Transferor Company up to a period of 7 (seven) years from the date of issuance of the Equity Shares to the trustee, whereafter, the unclaimed Equity Shares shall be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Act as amended from time to time.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorized Signatory


For Medinova Diagnostic Services Ltd.

  
Authorized Signatory

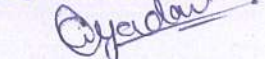


17. Upon Part B of this Scheme coming into effect on the Effective Date and upon the Equity Shares of the Transferee Company being issued and allotted by it to the equity shareholders of Transferor Company in terms of Clause 12 of Section 2 of Part B of this Scheme, the Equity Shares of the Transferor Company, shall be deemed to have been automatically cancelled, and any liability in respect of the same shall stand extinguished.
18. The Equity Shares allotted and issued in terms of Clause 12 of Section 2 of Part B of this Scheme, shall be listed and/ or admitted to trading on the Stock Exchanges, where the Equity Shares of the Transferee Company are listed and/ or admitted to trading. The Transferee Company shall make all requisite applications and take all steps to list the Equity Shares issued and allotted pursuant to Clause 12, listed on the Stock Exchanges and obtain the final listing and trading permissions for such Equity Shares.
19. The Equity Shares issued and allotted in terms of Clause 12 of Section 2 of Part B of this Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchange with respect to such Equity Shares.
20. On the approval of this Scheme by the Board and members of each of the Transferor Company and the Transferee Company pursuant to Sections 230 to 232 of the Act and other relevant provisions of the Act, if applicable, it shall be deemed that the Board and members of each of the Transferee Company and Transferor Company have also accorded their consent under Sections 13, 42, 61, 62(1) and 64 of the Act and/ or any other applicable provisions of the Act and the relevant provisions of the Articles, as may be applicable, for the aforesaid issuance of Equity Shares of the Transferee Company to the equity shareholders of the Transferor Company and amendment of the Memorandum of the Transferee Company for reclassification and enhancement of the authorised share capital of the Transferee Company, and no further resolution or actions, including compliance with any procedural requirements, shall be required to be undertaken by the Transferee Company under Sections 13, 42, 61, 62(1)(c) or 64 of the Act and/ or any other applicable provisions of the Act. Upon Part B of this Scheme coming into effect on the Effective Date, the Transferee Company shall, if required, file all necessary documents/ intimations as per the provisions of the Act with the RoC or any other applicable Governmental Authority to record the Amalgamation of the Transferor Company with and into the Transferee Company, issuance of Equity Shares of the Transferee Company to the equity shareholders of the Transferor Company, amendment of the Memorandum of the Transferee Company and dissolution of the Transferor Company, in the manner set out in Section 1 of Part C of this Scheme.
21. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Company and in relation to the shares issued by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

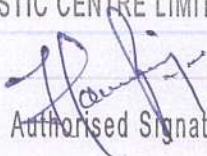
for Medinova Diagnostic Services Ltd.

  
Authorised Signatory



as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



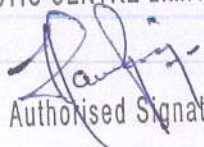
**PART C**

**SECTION 1**

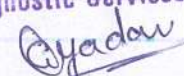
**DISSOLUTION OF THE TRANSFEROR COMPANY**

22. Upon Part B of this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, subject to Clause 32 of Part D, the Transferor Company shall, without the requirement of any further act, instrument or deed, shall stand dissolved without winding up pursuant to the NCLT Order.
23. On and from the Effective Date, subject to Clause 32 of Part D: (i) the Board of the Transferor Company, shall, without the requirement of any further acts, resolutions, filings, instruments, or deeds, cease to exist and stand dissolved; and (ii) the name of the Transferor Company shall be struck off from the records of the RoC.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.


  
Authorised Signatory



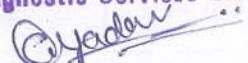
**SECTION 2**  
**ACCOUNTING TREATMENT FOR THE AMALGAMATION**

24. Pursuant to Part B of the Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the Transferee Company shall account for the Amalgamation of the Transferor Company with the Transferee Company in its books of account as per the "Pooling of Interest Method" in accordance with the accounting principles as laid down in the Appendix C of Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and relevant clarifications issued by the Institute of Chartered Accountants of India, which shall be specifically as under:
- (a) All the assets and liabilities appearing in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their respective book values, from the earliest period presented in the financial statements i.e. the financial information in the financial statements in respect of prior periods shall be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.
  - (b) In case of any differences in accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the Financial Statements reflect the financial position on the basis of consistent accounting policies.
  - (c) The amount of any inter-company balances, amounts or investments between the Transferor Company and the Transferee Company, appearing in the books of account of the respective companies, shall stand cancelled without any further act or deed, upon the Scheme coming into effect, and the amounts so cancelled shall not be recorded in the books of account of the Transferee Company.
  - (d) The identity of the retained earnings and reserves of the Transferor Company, if any, to the extent possible shall be preserved and they shall appear in the Financial Statements of the Transferee Company in the same form and manner, in which they appeared in the Financial Statements of the Transferor Company, prior to this Scheme becoming effective. Accordingly, if, prior to this Scheme becoming effective there is any reserve in the Financial Statements of the Transferor Company available for distribution as dividend, the same shall also be available in the Financial Statements of the Transferee Company for distribution as dividend on and after the Effective Date.
  - (e) The face value of the Equity Shares issued by the Transferee Company to the shareholders of the Transferor Company shall be credited to the equity share capital of the Transferee Company.
  - (f) The difference between the value of the Equity Shares issued by the Transferee Company to the shareholders of the Transferor Company as per Clause 12 of this scheme and the amount of share capital of the Transferor Company shall be transferred to 'Capital Reserve' (if credit balance) or 'Amalgamation Reserve' (if debit balance) and should be presented separately from other reserves with disclosure of its nature and purpose in the notes.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medinova Diagnostic Services Ltd

  
Authorised Signatory



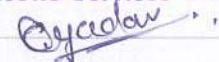
Notwithstanding anything mentioned in the Scheme, upon the Scheme becoming effective, Transferee Company shall account for the transfer as per Indian accounting standard (Ind AS) 103 or any other accounting standard as applicable notified under Section 133 of the Companies Act 2013, as may be amended from time to time, in its books of accounts.

25. As the Transferor Company shall stand dissolved without being wound up upon Part B of this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, as mentioned in Section 1 of Part C of this Scheme, there shall be no accounting treatment in the books of accounts of the Transferor Company.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medinova Diagnostic Services Ltd.

  
Authorised Signatory



## PART D

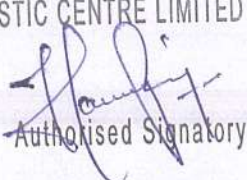
### GENERAL TERMS AND CONDITIONS

#### 26. **TRANSFER OF THE AUTHORIZED SHARE CAPITAL AND AMENDMENT TO THE MEMORANDUM OF THE TRANSFEREE COMPANY**

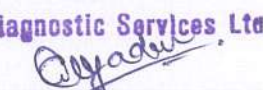
- (a) As an integral part of this Scheme and upon Part B of the Scheme coming into effect on the Effective Date, the authorised share capital of the Transferor Company, comprised of INR 110,000,000 (INR Eleven Crores only) of equity share capital, divided into 11,000,000 (One Crore Ten Lakhs) Equity Shares of face value of INR 10 (INR Ten only) each shall stand reclassified entirely as INR 110,000,000 (INR Eleven Crores only) of equity share capital, divided into 110,000,000 (Eleven Crore) Equity Shares of face value of INR 1 (INR One) each, and shall stand consolidated and vested in and merged with the authorised share capital of the Transferee Company.
- (b) As a consequence, the authorised share capital of the Transferee Company as set out in Clause 4.2 of Part A of this Scheme shall stand enhanced to INR 230,500,000 (INR Twenty Three Crore and Five Lakhs only) divided into 230,500,000 (Twenty Three Crore and Five Lakhs) Equity Shares of face value of INR 1 (INR One) each without the requirement of any further act, instrument or deed on part of the Transferee Company including payment of stamp duty and fees payable to the relevant Registrar of Companies. For this purpose, the filing fees and stamp duty already paid by Transferor Company and Transferee Company towards their respective authorized share capital shall be utilized and applied to and set off against any fees payable on the increased authorized share capital of Transferee Company and shall be deemed to have been so paid by Transferee Company on such combined authorized share capital and accordingly, Transferee Company shall not be required to pay any fees/ stamp duty on the authorized share capital so increased. However, for any additional increase in the authorized share capital as required, necessary differential fees as per the provisions of the Act and stamp duty would be required to be paid.
- (c) Subsequent to the reclassification and enhancement of the authorised share capital of the Transferee Company as contemplated in this Clause 26, the authorised share capital clause of the Memorandum (Clause V) of the Transferee Company shall stand modified and read as follows:

*"The Authorised Share Capital of the Company is INR 230,500,000 (Indian Rupees Twenty Three Crore and Five Lakhs only) divided into 230,500,000 (Twenty Three Crore and Five Lakhs) Equity Shares of face value INR 1 (Indian Rupees One only) amounting to INR 230,500,000 (Indian Rupees Twenty Three Crore and Five Lakhs only) with a power to increase or reduce the capital of the Company in accordance*

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



*with the provisions of the Companies Act, 2013 and to classify or reclassify the Share Capital."*

- (d) For the avoidance of doubt, it is clarified that, in case, the authorised share capital of the Transferor Company and/ or the Transferee Company, as the case may be, undergoes any change, prior to Part B of this Scheme coming into effect on the Effective Date, then this Clause 26 of Part D of this Scheme shall automatically stand modified/ adjusted accordingly to take into account the effect of such change.
- (e) On the approval of this Scheme by the Board and the members of the Transferor Company and Transferee Company pursuant to Sections 230 to 232 of the Act and other relevant provisions of the Act and the rules made thereunder, the SEBI Scheme Circular and the SEBI LODR Regulations, if applicable, it shall be deemed that the Board and the members of the Transferor Company and Transferee Company have also accorded their consent under Sections 13, 61 and 64 of the Act and/ or any other applicable provisions of the Act and the rules made thereunder, the relevant provisions of the SEBI LODR Regulations and the Articles, as may be applicable, for effecting the aforesaid reclassification, amendment and increase in the authorised share capital of the Transferee Company, and no further resolution or actions, including compliance with any procedural requirements, shall be required to be undertaken by the Transferor Company and/ or the Transferee Company under Sections 13, 61 or 64 of the Act and/ or any other applicable provisions of the Act and the rules made thereunder, the relevant provisions of the SEBI LODR Regulations and/ or the Articles. Upon Part B of this Scheme coming into effect on the Effective Date, the Transferee Company shall, if required, file all necessary documents/ intimations as per the provisions of the Act and the rules made thereunder with RoC or any other applicable Governmental Authority in respect of the aforesaid reclassification, amendment and increase in the authorised share capital of the Transferee Company, in the manner contemplated under this Clause 26 of Part D of this Scheme.

## 27. VALIDITY OF EXISTING RESOLUTIONS

The resolutions and powers of attorney of/ or executed by the Transferor Company shall upon Part B of the Scheme coming into effect on the Effective Date, stand terminated and revoked, and all authorities granted (including powers of attorney and board resolutions passed granting authority(ies) to Persons), to represent or act for and on behalf of the Transferor Company, including any authority granted to any Person(s) who is not an employee of the Transferor Company, to represent, interact or deal with, or enter into any arrangement with, any Governmental Authority, for and on behalf of the Transferor Company shall stand terminated and revoked.

## 28. APPLICATIONS TO GOVERNMENTAL AUTHORITIES

- (a) The Transferor Company and the Transferee Company shall make all necessary

For VIJAYA DIAGNOSTIC CENTRE LIMITED

Authorised Signatory

for Medinova Diagnostic Services Ltd.

Authorised Signatory



application(s) and petition(s) to the Tribunal under Sections 230 to 232 and other applicable provisions of the Act and the rules made thereunder, for sanction of this Scheme and all matters ancillary or incidental thereto, under provisions of Applicable Law and obtain such other approvals, as required under Applicable Law.

- (b) Upon Part B of the Scheme being effective from the Effective Date, the members of the Transferee Company and Transferor Company shall be deemed to have also accorded their approval under all relevant provisions of the Act and the rules made thereunder and the Applicable Law for giving effect to the provisions contained in this Scheme.
- (c) The Transferee Company and Transferor Company shall be entitled, pending the effectiveness of the Scheme, to apply to any Governmental Authority, if required under any Applicable Law for such Consent and approvals, as agreed between the Transferee Company and Transferor Company, which they may require to effect the transactions contemplated under the Scheme, in any case subject to the terms as may be mutually agreed.

## 29. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

(a) Approval of the members:

1. The requisite majorities in number and value of such classes of members of each of the Transferor Company and Transferee Company, as may be directed by the Tribunal or any other competent authority, as may be applicable, approving this Scheme; and
2. This Scheme being approved by the public shareholders of each of the Transferor Company and Transferee Company through e-voting in terms of paragraph 10(a) of Part I of the SEBI Scheme Circular and the votes cast by the public shareholders of the Transferor Company and the Transferee Company in favour of this Scheme being more than the number of votes cast by public shareholders of the Transferor Company and the Transferee Company (respectively) against this Scheme,

in each case, in compliance with the provisions of the Act, the SEBI Scheme Circular and/ or the SEBI LODR Regulations.

- (b) The requisite majorities in number and value of such classes of secured and/ or unsecured creditors of Transferor Company and Transferee Company, as applicable, as may be directed by the Tribunal or any other competent authority, as may be applicable, approving this Scheme;

For VIJAYA DIAGNOSTIC CENTRE LIMITED

Authorised Signatory

For Medinova Diagnostic Services Ltd.

Authorised Signatory



- (c) The Stock Exchanges having issued their observation/ no-objection letters as required under the SEBI LODR Regulations read with the SEBI Scheme Circular, in a form and substance satisfactory to each of the Transferor Company and the Transferee Company;
- (d) Receipt of the NCLT Order under the provisions of Sections 230 to 232 of the Act and receipt of certified copies of the NCLT Order; and
- (e) The certified copies of the NCLT Order having been filed by the Transferor Company and Transferee Company (as the case may be), with the respective RoC within the timeline specified under Applicable Law.

The Scheme shall not come into effect unless the aforementioned conditions precedent mentioned in Clause 29 above are satisfied (or to the extent permissible under Applicable Law, waived by the Transferee Company) and in such an event, no rights and liabilities stated under this Scheme shall accrue to or be incurred *inter se* the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other Person.

- 30. Each of the Transferor Company and the Transferee Company shall file the NCLT Order with the respective RoC within the timeline specified under the Applicable Law. In case Part B of the Scheme does not become effective on Effective Date, within a period of 30 (thirty) days of receipt of respective NCLT Order, the Transferor Company and Transferee Company (as the case may be) shall be entitled to promptly file the NCLT Order with the respective RoC in the requisite form(s), along with the necessary clarification letter(s), as may be required, within the time period prescribed under Applicable Law or the NCLT Order. Upon Part B of the Scheme coming into effect in accordance herewith, the Transferor Company and Transferee Company (as the case may be) shall file the requisite form(s), along with the necessary letter(s), as may be required, with their respective RoC.
- 31. The Amalgamation of the Transferor Company with the Transferee Company pursuant to Part B of this Scheme shall be operative on and from the Effective Date and shall be effective on and from the Appointed Date.
- 32. **SEQUENCING OF ACTIONS**

The Scheme shall be implemented in the following sequence:

- (a) Amalgamation of the Transferor Company into and with the Transferee Company in accordance with Part B of this Scheme;
- (b) Transfer of the authorised share capital of the Transferor Company to the Transferee Company in accordance with Clause 26 of Part D of this Scheme, and consequential increase in the authorised share capital of the Transferee Company;
- (c) Dissolution of the Transferor Company without winding-up in accordance with Clause 22 of Section 1 of Part C of this Scheme; and

For VIJAYA DIAGNOSTIC CENTRE LIMITED

Authorised Signatory

For Medinova Diagnostic Services Ltd,

Authorised Signatory



- (d) Issue and allotment of Equity Shares of the Transferee Company by the Transferee Company to the equity shareholders of the Transferor Company (as of the Record Date) in accordance with Clause 12 of Section 2 of Part B of this Scheme.

**33. MODIFICATIONS/ AMENDMENTS TO THE SCHEME**

The Transferor Company and Transferee Company will be at liberty to apply to the respective Tribunal from time to time for necessary directions in matters relating to this Scheme or any terms hereof, in terms of the Act and the rules made thereunder.

Subject to the provisions of the SEBI Scheme Circular, the Transferee Company and the Transferor Company may, by mutual written consent and acting through their respective Boards (which shall include any committee constituted by the respective boards), assent to any modifications/ amendments to this Scheme and/ or to any conditions or limitations that the Tribunal or any other Governmental Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The consent accorded by the shareholders to this Scheme shall be deemed and treated as their consent for modification, if any, of the Scheme in any manner and no further or separate consent shall be required to carry out such modification.

**34. REMOVAL OF DIFFICULTIES**

The Transferor Company and/ or Transferee Company (as the case maybe), may, by mutual consent and acting through their respective authorised representatives, agree to take all such steps as may be necessary, desirable or proper to resolve all doubts, difficulties or questions, that may arise in relation to the meaning or interpretation of the respective sections of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or orders of the Tribunal or any other Governmental Authority or otherwise, howsoever arising out of, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or any matters concerned or connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.


**35. WITHDRAWAL OF THE SCHEME**

The Scheme shall be withdrawn from the Tribunal by the Transferor Company and Transferee Company by mutual consent of the Transferor Company and Transferee Company, acting through their respective Board of Directors.

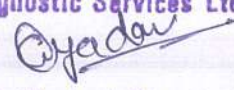
**36. TAX NEUTRALITY**

This Scheme is in compliance with the provisions relating to "Amalgamation" as specified under Section 2(1B) and other relevant provisions of the Income Tax Act, such that, *inter alia*

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medinova Diagnostic Services Ltd.

  
Authorised Signatory



upon Part B of this Scheme becoming effective on the Effective Date and with effect from the Appointed Date:

- 36.1 all the properties of the Transferor Company, immediately before the Effective Date, shall become the properties of the Transferee Company, by virtue of the Amalgamation;
- 36.2 all the Liabilities of the Transferor Company, immediately before the Effective Date, shall become the liabilities of the Transferee Company, by virtue of the Amalgamation; and
- 36.3 shareholders holding at least 3/4<sup>th</sup> (three-fourths) in value of the shares in the Transferor Company (other than shares already held therein immediately before the Amalgamation by, or by a nominee for, the Transferee Company or its subsidiary) will become shareholders of the Transferee Company by virtue of the Amalgamation.

If any terms or provisions of this Scheme is/ are inconsistent with the provisions of Section 2(1B) of the Income Tax Act, the provisions of Section 2(1B) of the Income Tax Act shall prevail and this Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income Tax Act and such modification shall not affect other terms or provisions of this Scheme.

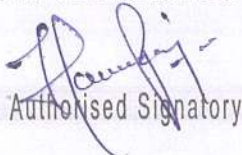
### 37. EFFECT OF NON-RECEIPT OF APPROVALS

- 37.1 In the event that the Scheme is not sanctioned by the NCLT or in the event that any of the consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in the Scheme are not obtained or complied with or for any other reason, the Scheme cannot be implemented, the Scheme shall become null and void, the Transferee Company shall bear the costs, charges and expenses in connection with the Scheme.
- 37.2 The non - receipt of any sanctions or approvals for a particular asset or liability forming part of the Transferor Company getting transferred pursuant to this Scheme shall not affect the effectiveness of the respective section of the Scheme if the Boards of Directors of the Transferor Company and/ or Transferee Company so decide. The transfer of such asset or liability shall become effective from the Appointed Date as and when the said requisite approvals are received and the provisions of the Scheme shall apply appropriately to the said transfer.

### 38. ENTIRE EFFECT

Each section of this Scheme is inextricably inter-linked with the other sections and the Scheme shall be given effect only in its entirety in the sequence set out in Clause 32 of Section D of the Scheme.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

for Medinova Diagnostic Services Ltd.

  
Authorised Signatory



**39. COSTS**

- (a) The Transferor Company and Transferee Company agree that it shall bear by itself all own costs, charges, levies and expenses in relation to or in connection with or incidental to this Scheme until the date of sanction of this Scheme by the Tribunals, including without limitation, costs and expenses associated with retention of financial, legal, tax and other professional advisers, and in connection with any valuation report and the fairness opinion issued by their respective valuers and merchant bankers.
- (b) Save as otherwise agreed, all stamp duties, transfer, registration, and other similar taxes, duties, charges and fees (including in relation to the registration and the stamping of the NCLT Order) payable or assessed in connection with this Scheme, the issuance of Equity Shares by the Transferee Company and the transfers contemplated by the Scheme shall be borne by the Transferee Company and Transferee Company shall be entitled to claim deduction of all such expenses in accordance with the provisions of Section 35DD of the Income Tax Act.

**40. SEVERABILITY**

If any provision of this Scheme becomes or is declared by a court of competent jurisdiction to be illegal, unenforceable or void, portions of such provision, or such provision in its entirety, to the extent necessary, shall be severed from this Scheme, and the Transferor Company and Transferee Company will negotiate in good faith to agree to replace such illegal, void, or unenforceable provision of this Scheme with a valid and enforceable provision that will achieve, to the extent possible, the same economic, business and other purposes of the illegal, void or unenforceable provision or act in accordance with a judgment, order, decree, or declaration made by a court of competent jurisdiction. The balance of this Scheme shall be enforceable in accordance with its terms.

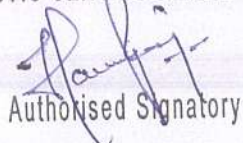
**41. REPEAL AND SAVING**

The provisions of the Act and rules made thereunder shall not be required to be separately complied with, in relation to the acts done by the Transferor Company or the Transferee Company as per direction of the NCLT Order.

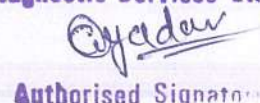
**42. NO CAUSE OF ACTION**

No third party claiming to have acted or changed his position in anticipation of this Scheme taking effect, shall get any cause of action against the Transferor Company and/ or Transferee Company or their directors or officers, if this Scheme does not take effect or is withdrawn, amended, modified for any reason whatsoever.

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd

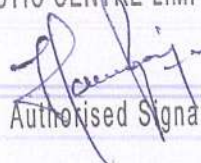
  
Authorised Signatory



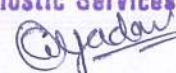
**Annexure 1: List of licenses, permissions and approvals of the Transferor Company**

<b>License / Registration Details</b>	<b>License/ Registration number</b>	<b>Authority</b>
<b>Clinical Establishment License</b>	License No. 34240746	West Bengal Clinical Establishment (Registration, Regulation and Transparency), Act 2017
<b>Bio Medical Waste (BMW) Authorisation</b>	BMW Authorisation No. D0014232	West Bengal Pollution Control Board
<b>Shops and Establishment Certificate</b>	Registration No. KL04082N2020000013	West Bengal Shops and Establishments Act, 1963
<b>Registration for Operation of Medical Diagnostic X-Ray Equipment</b>	Case File No. WB-30274-RF-XR-004	Atomic Energy Regulatory Board (Radiological Safety Division)
<b>Certificate of Registration for Ultrasound</b>	Registration No. PNDT/AMEND/KOL/236/2003	Pre-Natal Diagnostic Techniques (Regulation & Prevention of Misuse) Act, 1994 [PC & PNDT Act & Rules]
<b>Certificate of Enlistment (C.E.) alias Trade License</b>	C.E. No. 408723000142	Licence Department, Kolkata Municipal Corporation

For VIJAYA DIAGNOSTIC CENTRE LIMITED

  
Authorised Signatory

For Medinova Diagnostic Services Ltd.

  
Authorised Signatory



<b>SSPA &amp; CO.</b> <b>Chartered Accountants</b> Registered Valuer - Securities or Financial Assets IBBI Registration No. IBBI/RV-E/06/2020/126 1st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West) Mumbai – 400 058	<b>CA Prashant Ghorela</b> Registered Valuer - Securities and Financial Assets IBBI Registration Number: IBBI/RV/06/2021/14003 B2-203, Sheth Midori, Ashokvan, Dahisar East, Mumbai – 400068
--	---

Date: June 26, 2024

To,  
The Audit Committee / Board of Directors,  
Vijaya Diagnostic Centre Limited,  
Ground Floor, FPAI Building,  
Punjabgutta Officers Colony,  
Near Topaz Building,  
Hyderabad – 500 082

To,  
The Audit Committee / Board of Directors,  
Medinova Diagnostic Services Limited  
H. No. 7-1-58, Unit No. 1/Flat No.301,  
3rd Floor Amrutha Business Complex,  
Ameerpet, Hyderabad – 500 016

**Subject: Recommendation of fair equity share exchange ratio for the proposed amalgamation of Medinova Diagnostic Services Limited ('MDSL') with Vijaya Diagnostic Centre Limited ('VDCL')**

Dear Sir/Madam,

We refer to the engagement letter dated June 05, 2024 whereby, SSPA & Co., Chartered Accountants – Registered Valuer – Securities or Financial Assets (hereinafter referred to as 'SSPA') and engagement letter dated May 28, 2024 whereby CA Prashant Ghorela, Registered Valuer – Securities and Financial Assets (hereinafter referred to as 'CA Prashant') has been appointed by Vijaya Diagnostic Centre Limited (hereinafter referred to as 'VDCL') and Medinova Diagnostic Services Limited ('MDSL') to recommend a fair equity share exchange ratio for the proposed amalgamation of MDSL with VDCL ('Proposed Amalgamation'), as more particularly provided for in the Draft Scheme of Amalgamation.

VDCL and MDSL are hereinafter together referred to as the 'Transacting Companies' or 'the Companies' or 'the Clients' or 'the Valuation Subjects' and individually referred to as "Company", as the context may require.

SSPA and CA Prashant are hereinafter jointly referred to as "Valuers" or "we" or "us" in this report.

The Management including the Board of Directors of the Transacting Companies shall together be referred to as 'the Management'.

This report sets out our scope of work, background, sources of information, procedures performed by us and our recommendation of the fair equity share exchange ratio.





**COMPANIES BACKGROUND**

**Vijaya Diagnostic Centre Limited ('VDCL' or 'Transferee Company')**

- VDCL is engaged in the business of providing comprehensive range of diagnostic services, spanning pathological investigations, basic and high-end radiology, nuclear medicine and related healthcare services.
- The equity shares of VDCL are listed and traded on both National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE').
- The standalone revenue from operations of the Transferee Company for the financial year ('FY') 2023-24 is INR 525.02 crores.

**Medinova Diagnostic Services Limited ('MDSL' or 'Transferor Company')**

- MDSL is engaged in the business of providing comprehensive range of diagnostic services, spanning pathological investigations, radiology and imaging, conventional, specialized lab services and diagnostic cardiology.
- The equity shares of MDSL are listed and traded on BSE.
- The consolidated revenue from operations of the Transferor Company for FY 2023-24 is INR 10.17 crores.





## **BACKGROUND OF VALUERS**

### **SSPA & CO., CHARTERED ACCOUNTANTS**

SSPA, is a partnership firm, located at 1st Floor, "Arjun", Plot No. 6A, V. P. Road, Andheri (West), Mumbai - 400 058, India. SSPA is engaged in providing various corporate consultancy services.

We are a firm of practising Chartered Accountants registered with the ICAI. We are also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class - 'Securities or Financial Assets' with Registration No. IBBI/RV-E/06/2020/126.

### **CA PRASHANT GHORELA, REGISTERED VALUER – SECURITIES AND FINANCIAL ASSETS**

CA Prashant is a practicing Chartered Accountant registered with The Institute of Chartered Accountants of India ('ICAI') and office located at B2-203, Sheth Midori, Ashokvan, Dahisar East, Mumbai – 400068. I am also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class - 'Securities and Financial Assets' with Registration No. IBBI/RV/06/2021/14003.





## **SCOPE AND PURPOSE OF THIS REPORT**

We understand that the Management are contemplating a scheme of amalgamation, wherein they intend to amalgamate MDSL with VDCL in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 or any statutory modifications, re-enactment or amendments thereof for the time being in force ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules"), as amended from time to time and all other applicable provisions, if any, of the Act and any other applicable law for the time being in force including the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued therein ("the Regulations"), in each case, as amended from time to time, and in a manner provided in the Draft Scheme of Amalgamation (hereinafter referred to as 'the Scheme').

We understand that as consideration for the proposed amalgamation of MDSL with VDCL, equity shares of VDCL would be issued to equity shareholders of MDSL.

In this connection, Transacting Companies have appointed SSPA and CA Prashant, Registered Valuers under the Companies Act, 2013, to submit a joint valuation report recommending the fair equity share exchange ratio to Audit Committee / Board of Directors of the Companies for the Proposed Amalgamation (hereinafter referred to as "Report").

We understand that the appointed date for the Proposed Amalgamation shall be April 01, 2024 or such other date as the National Company Law Tribunal ('NCLT') may direct.

For the purpose of this Report, we have considered Valuation Date to be June 25, 2024 ('Valuation Date').

The scope of our services is to conduct a relative (and not absolute) valuation exercise as at the Valuation Date to determine the equity value of the Transacting Companies using internationally accepted valuation methodologies as may be applicable to the Transacting Companies and then arrive at the fair equity share exchange ratio and report on the same in accordance with generally accepted professional standards including ICAI Valuation Standards, 2018 ('ICAI VS') notified by ICAI and requirement prescribed by the regulations applicable to listed companies as prescribed by SEBI.

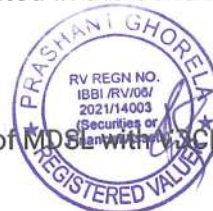
The Valuers have worked independently in their analysis. The Valuers have independently arrived at different values per share of the Valuation Subjects. However, to arrive at the consensus on the fair equity share exchange ratio for the Proposed Amalgamation, appropriate minor adjustments, rounding-off has been done in the values arrived at by the Valuers.

We have been provided with the audited financial statements of VDCL and MDSL for the financial year ended March 31, 2024. We have taken into consideration the current market parameters in our analysis and have adjusted for additional facts made known to us till the date of our Report. The Management has informed us that there are no unusual / abnormal events in the Transacting Companies materially impacting their operating / financial performance after March 31, 2024, until the Report Date. Further, we have been informed by the Management that to the best of their knowledge, material information regarding the business of each of the Transacting Companies has been disclosed to us.

We have relied on the above while arriving at fair equity share exchange ratio for the Proposed Amalgamation.

We have been informed that:

- a) With effect from the appointed date, and up to and including the effective date, there would not be any capital variation in the Transacting Companies except by mutual consent of the Board of Directors of Transacting Companies or such other events as contemplated in the Scheme.





- b) Till the Proposed Amalgamation becomes effective, neither of the Transacting Companies would declare any dividend which are materially different from those declared in the past few years.
- c) There would be no significant variation between the draft Scheme of arrangement and the final scheme approved and submitted with the relevant authorities.

We have been informed that, in the event either of the Transacting Companies restructure their equity share capital by way of share split / consolidation / issue of bonus shares / merger / demerger / reduction of share capital before the Scheme becomes effective, the issue of shares pursuant to the fair equity share exchange ratio recommended in this Report shall be adjusted accordingly to consider the effect of any such corporate actions.

This Report is our deliverable for the above engagement and is subject to the scope, assumptions, qualifications, exclusions, limitations and disclaimers detailed hereinafter.

As such, the Report is to be read in totality and not in parts and in conjunction with the relevant documents referred to therein.





### **SOURCES OF INFORMATION**

In connection with this exercise, we have received / obtained the following information about the Transacting Companies from the Management of the respective company:

- Audited financial statements of VDCL and MDSL for the financial year ended March 31, 2024;
- Financial Projections of VDCL and MDSL which represents the Management's best estimate of the future financial performance of the Transacting Companies ('Management Projections');
- Shareholding pattern of VDCL and MDSL as on the Valuation Date;
- Draft Scheme of Amalgamation;
- Discussions with the Managements to obtain requisite explanation and clarification of data provided, to inter-alia understand their perception of historical and expected future performance of VDCL and MDSL;
- Information available in public domain and databases subscribed by us; and
- Other relevant information and documents for the purpose of this engagement.

During the discussions with the Management, we have also obtained explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. Besides the above information and documents, there may be other information provided by the Companies which may not have been perused by us in any detail, if not considered relevant for the defined scope. The Clients have been provided with the opportunity to review the draft report (excluding the recommended fair equity share exchange ratio) as part of our standard practice to make sure that factual inaccuracy / omissions are avoided in our Report.





**PROCEDURES ADOPTED**

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and operational information.
- Used data available in public domain related to the Companies and their peers.
- Discussions (physical / over call) with the Management to:
  - Understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis.
  - Enquire about the historical financial performance, current state of affairs, business plans, and the future performance estimates.
- Identification of suitable comparable companies in discussion with the Management.
- Undertook Industry Analysis:
  - Research publicly available market data including economic factors and industry trends that may impact the valuation.
  - Analysis of key trends and valuation multiples of comparable companies using proprietary databases subscribed by us.
- Obtained and analysed market prices, volume data and other relevant information for the Companies.
- Reviewed the financial projections provided by the Management for the Companies including understanding basis of preparation and the underlying assumptions.
- Selection of appropriate internationally accepted valuation methodology/(ies), after deliberations and consideration to the sector in which the Transacting Companies operate and analysis of their business operations.
- Arrived at the equity value of the Transacting Companies in order to determine fair equity share exchange ratio for the Proposed Amalgamation.





**SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS**

This Report is subject to the limitations detailed in respective engagement letters. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

This Report, its contents and the results herein are specific and subject to

- the purpose of valuation agreed as per the terms of our engagement;
- the date of this Report ("Report Date");
- audited financial statements of VDCL and MDSL for financial year ended March 31, 2024;
- financial projections and underlying assumptions as provided by the Management of the Companies;
- accuracy of the information available in public domain with respect to the comparable companies identified including financial information;
- market price reflecting the fair value of the underlying equity shares of the Companies; and
- data detailed in the Section - Sources of Information.

We have been informed that the business activities of Transacting Companies have been carried out in the normal and ordinary course between March 31, 2024 and the Report Date and that no material changes have occurred in their respective operations and financial position between March 31, 2024 and the Report Date.

Valuation analysis and results are specific to the purpose of valuation and as per the agreed terms of the respective engagements. It may not be valid for any other purpose or as of any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. This Report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair equity share exchange ratio for the Proposed Amalgamation. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The recommendation rendered in this Report only represent our recommendation based upon information furnished by the Companies and gathered from public domain (and analysis thereon) and the said recommendation shall be considered to be in the nature of non-binding advice. Our recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.

The decision to carry out the Proposed Amalgamation (including consideration thereof) lies entirely with the Management / Board of Directors of the respective Company and our work and findings shall not constitute recommendation as to whether or not the Management / the Board of Directors of the Company should carry out the Proposed Amalgamation.

The determination of fair value for arriving at fair equity share exchange ratio is not a precise science and the conclusions arrived at in many cases, will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single fair value.

While we have provided our recommendation of the fair equity share exchange ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for the determination of the fair equity share exchange ratio at which the Proposed Amalgamation shall take place will be with the Board of Directors of the Transacting Companies, who should consider other factors such as their own assessment of the Proposed Amalgamation and input of other advisors.

Recommendation of fair equity share exchange ratio for the proposed amalgamation of MDSL with VDCL





In the course of the valuation, we were provided with both written and verbal information, including market, financial and operating data. In accordance with the terms of our respective engagements, we have carried out relevant analysis and evaluations through discussions, calculations and such other means, as may be applicable and available. We have assumed and relied upon, without independently verifying (i) the accuracy of the information that was publicly available, sourced from subscribed databases; and (ii) the accuracy of information made available to us by the Companies; both of which formed a substantial basis for this Report. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute an audit or review in accordance with the auditing standards applicable in India, accounting / financial / commercial / legal / tax / environmental due diligence or forensic / investigation services and does not include verification or validation work. In accordance with the terms of our engagement / appointment letters and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical financials / financial information or individual assets or liabilities, provided to us regarding the Companies / subsidiary / associates / joint ventures / investee companies, if any. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in such historical financials / financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by / on behalf of the Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis / results.

It may herein be noted that the projections are responsibility of the Management. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, or examination of any of the historical or prospective information used and therefore, we do not express any opinion with regard to the same.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. This Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited / unaudited balance sheets of the Companies. No investigation of Companies' claims to title of assets has been made for the purpose of this Report and Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature. Our conclusion of value assumes that the assets and liabilities of the Companies reflected in their respective latest balance sheets remain intact as of the Report Date.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Clients are the only authorized user of this Report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the Clients from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this report. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Clients or Companies, their directors, employees or agents. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.





We accept no responsibility or any direct or indirect liability towards any third party including but not limited to any person, who may have been provided a copy of this Report for intended use in connection with the Scheme and hence, no party other than the Client shall have any recourse to us in relation to this engagement. In no event, we shall be liable for any loss, damage, cost or expense arising in any way from any acts carried out by the Companies referred herein or any person connected thereto.

We have not carried out any physical verification of the assets and liabilities of the Transacting Companies and take no responsibility for the identification of such assets and liabilities.

This Report does not look into the business / commercial reasons behind the Proposed Amalgamation nor the likely benefits arising out of it. Similarly, it does not address the relative merits of the Proposed Amalgamation as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is restricted to recommendation of fair equity share exchange ratio for the Proposed Amalgamation only.

We must emphasize that realization of forecasted free cash flow or the realizability of the assets at the values considered in our analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to providing any assurance about the achievability of the final projections. Since the financial forecasts relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences could be material. To the extent that our conclusions are based on the forecasts, we express no opinion on achievability of those forecasts. The fact that we have considered the projections in this valuation exercise should not be construed or taken as our being associated with or a party to such projections.

The valuation analysis and results thereof for recommendation under this Report are governed by concept of materiality.

The fee for the engagement is not contingent upon the results reported.

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Companies, their directors, employees or agents.

It is understood that this analysis does not represent a fairness opinion. This report is not a substitute for the third party's own due diligence / appraisal / enquiries / independent advice that the third party should undertake for his purpose.

This Report is subject to the laws of India.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the purpose of determining the fair equity share exchange ratio for the Proposed Amalgamation and relevant filings with regulatory authorities in this regard, without our prior written consent.

In addition, this Report does not in any manner address the price at which equity share of VDCL and MDSL shall trade following announcement of the Proposed Amalgamation and we express no opinion or recommendation as to how the shareholders of either of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Amalgamation. Our report and opinion / valuation analysis contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.

We will owe the responsibility only to the Board of Directors of VDCL and MDSL.

Recommendation of fair equity share exchange ratio for the proposed amalgamation of MDSL with VDCL





**Disclosure of Registered Valuers' Interest or Conflict, if any and other affirmative statements**

We do not have any financial interest in the Clients, nor do we have any conflict of interest in carrying out this valuation, as of the date of the engagement letter till the Report Date. We further state that we are not related to the Company or their promoters or their directors or their relatives. Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation.





## **SHAREHOLDING PATTERNS**

### **VDCL**

As of Valuation Date, the shareholding of VDCL comprises 10,25,97,450 equity shares of face value INR 1 each.

Particulars	No. of Shares	% Shareholding
Promoter and Group	5,53,28,952	53.93%
Public	4,72,68,498	46.07%
<b>Total</b>	<b>10,25,97,450</b>	<b>100.00%</b>

Source: Management

### **MDSL**

As of Valuation Date, the shareholding of MDSL comprises 99,81,640 equity shares of face value INR 10 each.

Particulars	No. of Shares	% Shareholding
Promoter and Group	62,02,220	62.14%
Public	37,79,420	37.86%
<b>Total</b>	<b>99,81,640</b>	<b>100.00%</b>

Source: Management





### **APPROACH FOR RECOMMENDATION OF FAIR EQUITY SHARE EXCHANGE RATIO:**

The Proposed Amalgamation contemplates the amalgamation of MDSL with VDCL. Arriving at the fair equity share exchange ratio for the Proposed Amalgamation would require determining the relative value of equity shares of Transacting Companies. These values are to be determined independently, but on a relative basis for the Valuation Subjects, without considering the effect of the Proposed Amalgamation.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for Proposed Amalgamation and our reasonable judgment, in an independent and bona fide manner.

The Valuation Approach adopted by SSPA and CA Prashant is given in Annexure 1A and 1B respectively (Annexure 1A and 1B together referred to as Annexures).

### **BASIS FOR RECOMMENDATION OF FAIR EQUITY SHARE EXCHANGE RATIO**

#### **Recommendation of equity share exchange ratio for the proposed amalgamation of MDSL with VDCL**

The basis of the amalgamation of MDSL with VDCL would have to be determined after taking into consideration all the factors and methods mentioned hereinafter. Though different values have been arrived at under each of the approaches / methods as mentioned in the Annexures, for the purpose of recommending the fair equity share exchange ratio of equity shares it is necessary to arrive at a final value for each Valuation Subject. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the Valuation Subjects, but at their relative values to facilitate the determination of the fair equity share exchange ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approaches / methods.

The fair equity share exchange ratio has been arrived at on the basis of a relative equity valuation of Valuation Subjects based on the various approaches / methods explained in the Annexures and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Valuation Subjects, having regard to information base, key underlying assumptions and limitations.

We have independently applied approaches / methods discussed in the Annexures, as considered appropriate, and arrived at the relative value per share of the Companies. To arrive at the consensus on the fair equity share exchange ratio for the Proposed Amalgamation of MDSL with VDCL, suitable minor adjustments / rounding off have been done.







In light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above including scope, limitations and assumptions described in this report and the engagement letter, we recommend the fair equity share exchange ratio as follows:

**To the equity shareholders of MDSL**

**"1 (one) equity share of VDCL having a face value of INR 1 each fully paid-up shall be issued for every 22 (Twenty Two) equity shares held in MDSL having face value of INR 10 each fully paid-up".**

<p>Respectfully submitted, <b>For SSPA &amp; Co.,</b> <b>Chartered Accountants</b> ICAI Firm Registration No: 128851W IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126</p> <p><i>Parag S. Ved</i></p>  <p><b>Parag Ved, Partner</b> ICAI Membership No. 102432 Registered Valuer No.: IBBI/RV/06/2018/10092 UDIN: 24102432BKCIZT7486 Place: Hyderabad Date: June 26, 2024</p>	<p>Respectfully submitted,</p> <p><i>Prashant Ghorela</i></p>  <p><b>CA Prashant Ghorela</b> ICAI Membership No. 143335 Registration Number: IBBI/RV/06/2021/14003 UDIN: 24143335BKDIFY9667 Place: Hyderabad Date: June 26, 2024</p>
---	---



**Annexure IA - Valuation Workings SSPA:**

**VALUATION APPROACHES**

**Bases and Premise of Valuation**

Valuation of the equity shares of the Companies as on the Valuation Date is carried out in accordance with ICAI VS, considering 'relative value' base and 'going concern value' premise. Any change in the valuation base, or the valuation premise could have a significant impact on the valuation outcome of the Companies.

The following are commonly used and accepted methods for determining the value of the equity shares of a company:

1. Cost Approach – Net Asset Value method
2. Market Approach:
  - a) Market Price method
  - b) Comparable Companies Multiple method
3. Income Approach – Discounted Cash Flow method

Each of the aforesaid approaches proceeds on different fundamental assumptions which have greater or lesser relevance and at times even no relevance, to a given situation. Thus, the approach to be adopted for a particular valuation exercise must be judiciously chosen.

For the Proposed Amalgamation, we have considered the following commonly used and accepted methods for determining the value of equity shares of the Transacting Companies for the purpose of recommending fair equity share exchange ratio to the extent relevant and applicable:

**1. Cost Approach - Net Asset Value Method ('NAV')**

The Cost Approach reflects the amount that would be required currently to replace the service capacity of an asset; often referred to as current replacement cost.

**VDCL and MDSL**

*In the present case, the business of VDCL and of MDSL is intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the Cost Approach is not adopted for the present valuation exercise.*

**2. Market Approach**

**a) Market Price Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

**VDCL and MDSL**

*In the present case, the equity shares of VDCL are listed on both NSE and BSE whereas for MDSL it is listed only on BSE. The value of equity shares of VDCL and MDSL under this method is determined considering the share prices of VDCL on NSE and MDSL on BSE over an appropriate period.*





**b) Comparable Companies' Multiple (CCM) / Comparable Transactions Multiples (CTM) Method**

Under CCM method, the value of equity shares of companies is determined by using multiples derived from valuations of comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully.

**VDCL and MDSL**

*In the present case, VDCL and MDSL have been valued based on EV/EBITDA multiple of comparable listed companies to arrive at the fair value per share of VDCL and MDSL under the Market Approach.*

Under CTM, the value of shares / business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

**VDCL and MDSL**

*Based on our analysis and discussion with the Management, we understand that there are no recent comparable transactions, data of which is available in public domain, involving companies of similar nature and having a similar operating / financial metrics as that of VDCL and MDSL, we have therefore not used CTM method to value the equity shares of these Companies.*

**3. Income Approach - Discounted Cash Flows Method ('DCF')**

Under the Income Approach, equity shares of VDCL and MDSL are valued using DCF Method.

Under DCF method, the projected free cash flows from business operations, after considering fund requirements for projected capital expenditure and incremental working capital, are discounted at the Weighted Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.

The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are determined by adding back to earnings before interest and tax (i) depreciation and amortizations (non-cash charge), and (ii) any non-operating item. The cash flow is adjusted for outflows on account of (i) capital expenditure, (ii) incremental working capital requirements and (iii) tax.

WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the company. In other words, WACC is the weighted average of cost of equity and cost of debt of the respective Companies.

To the value so arrived, appropriate adjustments have been made for loan funds, cash and cash equivalents, value of investments, value of surplus assets and cash inflow on account of exercise of ESOP's, to arrive at the equity value.





**Fair equity share exchange ratio:**

Valuation Approach	VDCL		MDSL	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach*	NA	NA	NA	NA
Income Approach	822.80	50%	38.37	50%
<b>Market Approach</b>				
- Market Price Method	805.59	25%	35.81	25%
- CCM Method	812.66	25%	35.54	25%
<b>Relative value per share</b>	<b>815.96</b>		<b>37.02</b>	
<b>Fair Equity Share Exchange Ratio (rounded off)</b>	<b>1 : 22</b>			

NA = Not Applied / Not Applicable

\* Since, the business of VDCL and MDSL are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Asset' approach is not adopted for the present valuation exercise.





**Annexure IB - Valuation Workings CA Prashant:**

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, analysis of businesses, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

It may be noted that CA Prashant is enrolled with IOV Registered Valuers Foundation, which has recommended to follow International Valuation Standards ("IVS") for undertaking valuation and accordingly we have considered the International Valuation Standards issued by International Valuation Standards Council ("IVSC") in carrying out the valuation exercise.

For valuation exercise, market parameters have been considered up to and including June 25, 2024.

There are three generally accepted approaches to valuation:

- (a) "Asset" / "Cost" Approach
- (b) "Income" Approach
- (c) "Market" Approach

An overview of these approaches is as follows:

**1. Asset / Cost Approach**

**Net Asset Value Method ("NAV")**

The value arrived at under this approach is based on the latest audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

NAV is generally used as the minimum break-up value for the transaction and this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

**VDCL and MDSL**

In a going concern scenario, the earning power, as reflected under the Income and Market approaches, is of greater importance to form the basis of amalgamation, than the values arrived at on the net asset basis being of limited relevance. Therefore, Asset / Cost approach has not been considered.





## **2. Income Approach**

### **Discounted Cash Flow Method ("DCF"):**

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The DCF Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows. Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to the owners of the business and creditors. The free cash flows in the explicit period and those in perpetuity are discounted by the Weighted Average Cost of Capital ("WACC"). The WACC, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers equity risk of the firm. The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "constant growth model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period. However, in the complex business models it is advisable to derive terminal value as per Exit Multiple method where the stabilized Key Performance Indicator (KPI) such as EBITDA, Book Value, Profit After Tax of the Company is applied to the trading comparable companies KPI multiple to arrive at Terminal Value. The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations. The Business/Enterprise Value (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) and surplus assets are added to arrive at value to the owners of the business.

### **VDCL and MDSL**

- In the present case, we have considered the projections of VDCL and MDSL for a period starting from April 01, 2024 to March 31, 2029 as provided by the management of Transacting Companies as the projections for the explicit period.
- Considered the following adjustments to EBIT (Net of tax) to arrive at the free cash flows to the firm (FCFF):
  - Adjustments for working capital requirements based on projected balance sheet
  - Adjustments for capital expenditure estimated to be incurred over the projected period
  - Adjustments for depreciation based on information provided by management of the Company.
- Computed net present value of FCFF over the period based on WACC derived as per CAPM formula.
- The terminal value of cash flows beyond March 31, 2029 (post Explicit Period) is computed by using a market multiple based on comparable companies. We have applied the size adjusted EV/EBITDA multiple of comparable companies to the terminal year EBITDA fundamental of Transacting Company.
- The sum of present value of FCFF and terminal value is equivalent to the Enterprise Value ('EV').
- The Enterprise Value, so arrived has been adjusted for Cash & cash equivalents (including cash to be received on exercise of ESOPs), surplus assets and reduced by debt and debt like items as on March 31, 2024 to arrive at the Equity value of the Transacting Companies.





### **3. Market Approach**

The Market approach generally reflects the investor's perception about the true worth of the company.

#### **i. Market Price Method**

Under this method, the market price of equity shares of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the trading.

#### **ii. Comparable Companies Multiple Method**

This method values a business based on trading multiples derived from publicly traded companies that are similar to the subject company. The steps taken in applying the Comparable company method include identifying comparable public companies, adjusting the guideline public company multiples for differences in the size and risk of these companies compared to the subject company, and then applying the adjusted pricing multiples from the representative companies.

#### **iii. Comparable Transaction Multiple Method**

Under the CTM Method, the value is determined on the basis of multiples derived from valuations of similar transactions in the industry.

### **VDCL and MDSL**

1. Market Price Method under the Market Approach have been considered for valuation of both VDCL and MDSL as both are listed on Indian stock exchange. We considered ICDR Regulations which provide guidelines to estimate the market price.

In the present case, the share price of VDCL on the NSE has been considered, as the trading volumes are higher at NSE as compared to BSE and share price of MDSL on BSE has been considered.

The Pricing Formula provided in Regulations 164 (1) of ICDR Regulations has been considered for arriving at the value per equity share of VDCL and MDSL.

2. Comparable Companies Multiple Method ("CCM") is also used for determining and arriving at the fair value of VDCL and MDSL, since there are comparable companies operating in a similar segment in India. Further, due to paucity of comparable transaction, CTM method has not been considered.

The trailing Enterprise Value to EBITDA (EV/EBITDA) multiples of comparable peer companies have been considered for CCM. The multiples have been further adjusted for size differences between comparable companies. EV/EBITDA multiple is considered as a better ratio compared to PE ratio as it is not affected by change in capital structure of the peer Companies.





Summary of Valuation Approaches & Methodologies for the Transacting Companies:

Methods Adopted	VDCL	MDSL
Cost Approach	x	x
Income Approach - DCF Method	✓	✓
Market Approach - CCM	✓	✓
Market Approach - Market Price Method	✓	✓

**Fair equity share exchange ratio:**

Computation of Share Exchange Ratio				
Valuation Approach	Vijaya Diagnostic Centre Limited (Face value INR 1 each)		Medinova Diagnostic Services Limited (Face value INR 10 each)	
	Value Per Share (INR)	Weight	Value Per Share (INR)	Weight
Income Approach - DCF Method	836.97	50%	37.56	50%
Market Approach – CCM	808.20	25%	36.20	25%
Market Approach – Market Price Method	789.33	25%	38.18	25%
<b>Relative Value Per Share</b>	<b>817.87</b>		<b>37.37</b>	
<b>Exchange Ratio - rounded off</b>	<b>1 : 22</b>			

Swap Ratio
<b>1 equity share</b> of Vijaya Diagnostic Centre Limited of face value INR 1 each will be issued for every <b>22 equity shares</b> of Medinova Diagnostic Services Limited of face value INR 10 each





**ANNEXURE 3**

**Date:** June 26, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> floor, Dalal Street,  
Mumbai - 400 001.

**Company's Scrip Code in BSE** : 526301  
**ISIN** : INE047C01019

**Dear Sir/ Madam,**

**Sub: Confirmations to be filed with the Indian stock exchanges in respect of the Scheme of Amalgamation of Medinova Diagnostic Services Limited with Vijaya Diagnostic Centre Limited and their respective shareholders and creditors ("Scheme")**

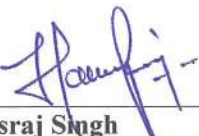
This is to certify that:

1. No material event impacting the valuation has occurred during the intervening period of filing the Scheme documents with the Indian stock exchanges and the period under consideration for the valuation; and
2. There are no listed debt obligations of the entities forming part of the Scheme.

Thanking you.

Yours sincerely,

**For and on behalf of Medinova Diagnostic Services Limited**

  
**Hansraj Singh**  
Company Secretary  
M. No: F11438  
Place: Hyderabad  
Date: June 26, 2024





**REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF MEDINOVA DIAGNOSTIC SERVICES LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION OF MEDINOVA DIAGNOSTIC SERVICES LIMITED WITH VIJAYA DIAGNOSTIC CENTRE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

The following members of the Audit Committee (“Committee”) of Medinova Diagnostic Services Limited (“Transferor Company” or the “Company”) were present at the meeting of the Committee:

1. Ravikumar Reddy Kanamatareddy – Chairman
2. P Kamalakar Rao – Member
3. Dr. S Surendranath Reddy – Member

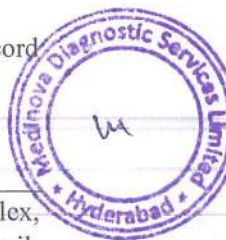
**1. Background**

- 1.1 A meeting of the Committee was held on June 26, 2024 to consider and recommend the proposed Scheme of Amalgamation which *inter alia* provides for the amalgamation of the Company with and into the Vijaya Diagnostic Centre Limited (“Transferee Company”) pursuant to a Scheme of Amalgamation amongst the Company, the Transferee Company and their respective shareholders and creditors (“Scheme”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Companies Act”).
- 1.2 The Transferee Company is a listed public limited company, whose equity shares are listed on the BSE Limited (“BSE”) and the National Stock Exchange of India Limited.
- 1.3 The Company is a listed public limited company, whose equity shares are listed on BSE.
- 1.4 In terms of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 issued by the Securities and Exchange Board of India (“SEBI”) on June 20, 2023 (as amended from time to time) (“SEBI Scheme Circular”), the Committee is required to provide a report recommending the draft Scheme taking into consideration, *inter alia*, the valuation report(s). This Report of the Committee is also required to, in terms of the SEBI Scheme Circular, comment on the: (a) need for the merger/ amalgamation/ arrangement; (b) rationale of the Scheme; (c) synergies of business of the entities involved in the Scheme; (d) impact of the Scheme on the shareholders; and (e) cost benefit analysis of the Scheme.
- 1.5 The Scheme shall be filed with the National Company Law Tribunal, Hyderabad Bench as per Sections 230 to 232 of the Companies Act and has been drawn in compliance with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and other applicable laws, including the SEBI Scheme Circular.
- 1.6 This Report is made in compliance with the SEBI Scheme Circular.

**2. Documents perused by the Committee**

While deliberating on the Scheme, the Committee, *inter alia*, considered and took on record the following documents:

**Regd. Office:** H. No. 7-1-58, Unit No. 1 / Flat No. 301, 3rd Floor, Amrutha Business Complex, Ameerpet, Hyderabad – 500016, Telangana, India, Phone- 040 - 42604250, E-mail: [medicorp@medinovaindia.com](mailto:medicorp@medinovaindia.com), Website- [www.medinovaindia.com](http://www.medinovaindia.com)





- (a) the draft Scheme;
- (b) the Valuation Report dated June 26, 2024 issued jointly by SSPA & Co Chartered Accountants with Registration number IBBI/RV-E/06/2020/126 and CA Prashant Ghorela with Registration Number IBBI/RV/06/2021/14003), Registered Valuers appointed by the Audit Committee of the Board of the Company and the Transferor Company (collectively referred to as the “**Valuation Report**”);
- (c) the Fairness Opinion dated June 26, 2024, issued by Fortress Capital Management Services Private Limited, SEBI registered merchant banker with registration number INM000011146 providing its opinion on the fairness of the share exchange ratio proposed in the Valuation Report (“**Fairness Opinion**”); and
- (d) the Certificate dated June 26, 2024 issued by M. Anandam & Co., the Statutory Auditors of the Company, certifying that the accounting treatment contained in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act read with the rules framed thereunder or the accounting standards issued by the Institute of Chartered Accountants of India, as applicable and other generally accepted accounting principles.

### **3. Salient features of the Scheme**

#### **3.1 The Scheme, amongst others, contemplates the following:**

- (a) the amalgamation of the Transferor Company with and into the Transferee Company on a going concern basis in accordance with Section 2(1B) of the Income-tax Act, 1961 and the consequent issuance of equity shares by the Transferee Company to the shareholders of the Transferor Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the SEBI Scheme Circular; and
- (b) various other matters incidental, consequential or otherwise integrally connected therewith.

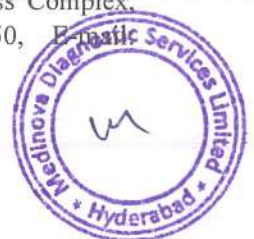
#### **3.2 The Appointed date (*as defined in the Scheme*) of the Scheme is 01 April 2024.**

#### **3.3 The effectiveness of the Scheme is conditional upon fulfilment of certain conditions precedent as provided in Clause 29 of the Scheme.**

### **4. Need for the Scheme, Rationale of the Scheme, and Synergies of business of the entities involved in the Scheme**

- 4.1 Both the Transferor Company and Transferee Company are engaged in the business of providing diagnostic services. The proposed amalgamation will enable the Transferor Company and the Transferee Company to combine their businesses and create synergies between their businesses, including revenue synergies through sharing of consumer understanding, market insights and channel models to ensure faster reach to the market and to achieve faster growth;
- 4.2 Cost savings are expected to flow from more focused operational efforts and simplification of business processes, productivity improvements, improved procurement, usage of common resource pool like human resource, administration, finance, accounts, legal, technology and

**Regd. Office:** II. No. 7-1-58, Unit No. 1 / Flat No. 301, 3rd Floor, Amrutha Business Complex, Ameerpet, Hyderabad – 500016, Telangana, India, Phone- 040 - 42604250, Email- [medicorp@medinovaindia.com](mailto:medicorp@medinovaindia.com), Website- [www.medinovaindia.com](http://www.medinovaindia.com)





other related functions, leading to elimination of duplication and rationalization of administrative expenses;

- 4.3 The proposed amalgamation is expected to create enhanced value for the stakeholders of the Transferor Company and the Transferee Company;
- 4.4 Greater efficiency in cash management of the Transferee Company, pooling of cash resources and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value; and
- 4.5 Simplification of overall group structure and creating efficiencies through amalgamation.

## **5. Impact of the Scheme on the shareholders**

- 5.1 The Committee reviewed the Valuation Report and noted the valuation and the share exchange ratio for the proposed amalgamation as recommended by the valuers. No special valuation difficulties were reported by the valuers in their respective Valuation Report.
- 5.2 As per the Scheme, in consideration for the proposed amalgamation, the Transferee Company is required to issue and allot fully paid-up equity shares of the Transferee Company to the shareholders of the Transferor Company other than the Transferee Company or its nominees or subsidiaries, whose names are registered in the Register of Members of the Transferor Company as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or their successors in title as may be recognised by the Board of Directors of Transferor Company in the following manner:

*For every 22 Equity Shares of face value of INR 10 (INR Ten only) each fully paid up held in the Transferor Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Transferor Company shall be issued 1 Equity Share of face value of INR 1 (INR One only) each fully paid up in the Transferee Company.*

- 5.3 The equity shares of the Transferee Company to be issued and allotted to the shareholders of the Company as per the aforementioned share exchange ratio (which is in terms of the Valuation Report) are to rank *pari passu* in all respects with the existing equity shares of the Transferee Company.

## **6. Cost benefit analysis of the Scheme**

The Committee noted that the Scheme will provide an opportunity to improve the economic value for the shareholders of the Transferee Company and the Company. This is reflected by the proposed improved synergies that will arise pursuant to the Scheme. Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory fees, stamp duties, etc., however, the benefits of the proposed amalgamation as specified in paragraph 4 above over a long period would far outweigh such costs.

## **7. Recommendations of the Committee and Conclusion**



Having considered the Scheme and its rationale and benefits, the Valuation Reports, the Fairness Opinion, impact of the Scheme on its shareholders, cost benefit analysis of the Scheme, synergies of business and other documents as placed before the Committee, the





Committee unanimously recommends the Scheme for approval by the Board of Directors of the Company, BSE, NSE, the SEBI and other statutory/ regulatory authorities including the National Company Law Tribunal, Hyderabad Bench.

For and on behalf of the Audit Committee of Medinova Diagnostic Services Limited

  
  
**Ravikumar Reddy Kanamatareddy**  
**Chairman - Audit Committee**  
DIN: 10663314  
Date: June 26, 2024  
Place: Hyderabad



To,  
The Board of Directors,  
Vijaya Diagnostic Centre Limited,  
Ground Floor, FPAI Building,  
Punjagutta Officers Colony,  
Near Topaz Building, Hyderabad – 500 082,  
Telangana, India.

Dear Sir/Ma'am,

**Subject: Fairness opinion to the Board of Directors of Vijaya Diagnostic Centre Limited on the recommendation of fair equity share exchange ratio for the proposed amalgamation of Medinova Diagnostic Services Limited with Vijaya Diagnostic Centre Limited**

We refer to our discussion undertaken with the Management of Vijaya Diagnostic Centre Limited (*hereinafter referred to as "VDCL" or "Transferee Company"*) wherein the Management of VDCL has appointed Kunvarji Finstock Private Limited, a Category I Merchant Banker registered with SEBI having Registration Number – INM000012564 (*hereinafter referred to as "Kunvarji" or "We" or "Us" or "Our"*) vide engagement letter dated May 29, 2024 to provide a fairness opinion on the fair equity share exchange ratio for the proposed amalgamation of Medinova Diagnostic Services Limited (*hereinafter referred to as "MDSL" or "Transferor Company"*) with and into Vijaya Diagnostic Centre Limited with effect from the Appointed Date as defined in the Scheme (*hereinafter referred to as the "Proposed Amalgamation" or "Proposed Transaction"*) as recommended by SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets and CA Prashant Ghorela, Registered Valuer – Securities and Financial Assets (*hereinafter referred to as the "Independent Valuers"*) vide report dated June 26, 2024.

*Hereinafter the Management including the Board of Directors of VDCL and MDSL shall collectively be referred to as the "Management"; Transferor Company and Transferee Company shall collectively be referred to as "Transacting Companies".*

Please find enclosed our deliverables in the form of a report (*the "Report"*). This Report sets out the transaction overview, scope of work, background of the Transacting Companies, sources of information and our opinion on the equity share exchange ratio for the aforesaid Proposed Amalgamation recommended by the Independent Valuers.

Kunvarji Finstock Pvt. Ltd.

☎ +91 79 6666 9000 ✉ mb@kunvarji.com

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000042/2024





This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

This Report has been issued only to facilitate the Proposed Amalgamation and should not be used for any other purpose.

For, Kunvarji Finstock Private Limited



Mr. Kunal Shah

Director (DIN: 00049623)

Place: Ahmedabad

Date: June 26, 2024

Kunvarji Finstock Pvt. Ltd.

☎ +91 79 6666 9000 ✉ mb@kunvarji.com

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000043/2024





**1. BACKGROUND OF THE TRANSACTING COMPANIES****❖ Medinova Diagnostic Services Limited (Transferor Company)**

Medinova Diagnostic Services Limited is a limited company bearing CIN L85110TG1993PLC015481 and was incorporated on March 11, 1993. The registered office of the company is located at H. No. 7-1-58, Unit No. 1/Flat No.301, 3rd Floor Amrutha Business Complex, Ameerpet, Hyderabad, Telangana, India - 500016. The equity shares of MDSL are listed and traded on BSE Limited ('BSE').

The Transferor Company is engaged in the business of providing a comprehensive range of diagnostic services, spanning pathological investigations, radiology and imaging, conventional, specialized lab services and diagnostic cardiology.

The summary of the equity shareholding pattern of MDSL as on the date of this report is as under:

Sr. No.	Category of the Shareholder	No. of shares held (FV – INR 10 each)	Shareholding (%)
1	Promoter & Promoter Group	62,02,220	62.14%
2	Public	37,79,420	37.86%
<b>Total</b>		<b>99,81,640</b>	<b>100.00%</b>

(Source: Management)

**❖ Vijaya Diagnostic Centre Limited (Transferee Company)**

Vijaya Diagnostic Centre Limited is a public limited company bearing CIN L85195TG2002PLC039075 and was incorporated on June 05, 2002. The registered office of the company is located at No. 6-3-883/F, FPA Building, Near Topaz building, Punjagutta, Hyderabad, Telangana, India - 500082. The equity shares of VDCL are listed and traded on both National Stock Exchange of India Limited ('NSE') and BSE.

The Transferee Company is engaged in the business of providing a comprehensive range of diagnostic services, spanning pathological investigations, basic and high-end radiology, nuclear medicine and related healthcare services.



**Kunvarji Finstock Pvt. Ltd.**

☎ +91 79 6666 9000 ✉ [mb@kunvarji.com](mailto:mb@kunvarji.com)

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000044/2024



[www.kunvarji.com](http://www.kunvarji.com)



The summary of the equity shareholding pattern of VDCL as on the date of this report is as under:

Sr. No.	Category of the Shareholder	No. of shares held (FV – INR 1 each)	Shareholding (%)
1	Promoter & Promoter Group	5,53,28,952	53.93%
2	Public	4,72,68,498	46.07%
<b>Total</b>		<b>10,25,97,450</b>	<b>100.00%</b>

(Source: Management)

## 2. TRANSACTION OVERVIEW, RATIONALE OF THE SCHEME & SCOPE OF SERVICES

### ❖ Transaction Overview

We understand that the Management of the Transacting Companies are contemplating a scheme of amalgamation, wherein they intend to amalgamate MDSL with and into VDCL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with effect from the Appointed Date and in a manner provided in the draft scheme of amalgamation (*hereinafter referred to as 'the Scheme'*).

We understand that as consideration for the Proposed Amalgamation of MDSL with and into VDCL, equity shareholders of MDSL would be issued equity shares of VDCL. The equity shares of VDCL to be issued for the aforesaid Proposed Amalgamation will be based on the fair equity share exchange ratio as determined by the Board of Directors based on the fair equity share exchange ratio report prepared by the Independent Valuers appointed by them.

### ❖ Rationale of the Scheme

The rationale of the Proposed Amalgamation as mentioned in the Scheme and confirmed by the Management is to consolidate the business and other interests of the Transacting Companies. The Proposed Amalgamation will enable the Transacting Companies to combine their businesses and create synergies between their businesses, including revenue synergies through sharing of consumer understanding, market insights and channel models to ensure faster reach to the market and to achieve faster growth. The Proposed Amalgamation also expects to flow from more focused operational efforts and simplification of business processes and productivity improvements.



**Kunvarji Finstock Pvt. Ltd.**

☎ +91 79 6666 9000 ✉ [mb@kunvarji.com](mailto:mb@kunvarji.com)

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000045/2024



[www.kunvarji.com](http://www.kunvarji.com)



Pursuant to the requirements of SEBI Operational Circular SEBI/HO/DDHS/DDHS DIVI/P/CIR/2022/0000000103 dated July 29, 2022 updated as on December 01, 2022 and SEBI Master Circular SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, we have been requested by the Management to issue a fairness opinion in relation to the fair equity share exchange ratio for the Proposed Amalgamation.

In this regard, the Management has appointed Kunvarji Finstock Private Limited, a Category I Merchant Banker registered with SEBI having Registration Number – INM000012564 to provide a fairness opinion on the equity share exchange ratio for the Proposed Amalgamation recommended by the Independent Valuers vide report dated June 26, 2024.

Our scope of work only includes forming an opinion on the fairness of the recommendation of the Independent Valuers on the fair equity share exchange ratio arrived at for the Scheme and does not involve evaluating or opining on the fairness or economic rationale of the Scheme per se. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in parts, in conjunction with the relevant documents referred to herein.

### 3. SOURCES OF INFORMATION

We have relied on the following information made available to us by the Management obtained from the public domain for this report:

- Audited financial statements of VDCL and MDSL for the financial year ended March 31, 2024;
- Financial Projections of VDCL and MDSL which represents the Management's best estimate of the future financial performance of the Transacting Companies;
- Shareholding pattern of VDCL and MDSL as at the Report Date;
- Draft Scheme of Amalgamation;
- Market Price of VDCL and MDSL as published by NSE and BSE;
- Signed fair equity share exchange ratio report issued and prepared by SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets and CA Prashant Ghorela, Registered Valuer – Securities and Financial Assets vide report dated June 26, 2024;
- Relevant data and information provided by management either in written or oral form or in the form of soft copy; and discussions with representatives of the Company.

**Kunvarji Finstock Pvt. Ltd.**

☎ +91 79 6666 9000 ✉ [mb@kunvarji.com](mailto:mb@kunvarji.com)

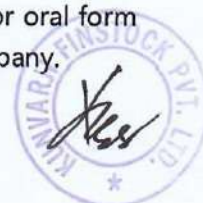
🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000046/2024



[www.kunvarji.com](http://www.kunvarji.com)



The Management has been provided with the opportunity to review the draft fairness opinion report (excluding our fairness opinion on the share exchange ratio) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided.

#### 4. PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the opinion:

- Discussion with the Management to understand the business and the fundamental factors that affect its earning generating capability of Transacting Companies including strength, weakness, opportunity and threat analysis and historical financial performance;
- Analysis of information shared by Management;
- Undertook Industry Analysis: Research publicly available market data including economic factors and industry trends that may impact the opinion;
- Requested and received financial and qualitative information and obtained data available in the public domain;
- Reviewed the draft scheme of amalgamation between the Transacting Companies pursuant to which the Proposed Transaction is to be undertaken;
- Reviewed the signed fair equity share exchange ratio report issued and prepared by SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets and CA Prashant Ghorela, Registered Valuer – Securities and Financial Assets vide report dated June 26, 2024;
- Discussion with an Independent Valuers on such matters which we believed were necessary or appropriate for issuing this opinion.

#### 5. LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- The fairness opinion contained herein is not intended to represent a fairness opinion at any time other than the report date.
- We have no obligation to update this report. This Report, its contents and the results herein are specific to (i) the purpose of fairness opinion agreed upon as per the terms of our engagement; (ii) the Report Date; (iii) the draft scheme of amalgamation and (iv) other data detailed in the Section 3 of this report "*Sources of Information*".
- A fairness opinion of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

**Kunvarji Finstock Pvt. Ltd.**

☎ +91 79 6666 9000 ✉ [mb@kunvarji.com](mailto:mb@kunvarji.com)

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000047/2024





- The fairness opinion rendered in this Report only represents our opinion based upon information furnished by the Transacting Companies and gathered from the public domain (and analysis thereon) and the said opinion shall be considered to be in the nature of non-binding advice. Our fairness opinion should not be used for advising anybody to make a buy or sell decision for which a specific opinion needs to be taken from expert advisors.
- We have not independently audited or otherwise verified the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Management, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Transacting Companies and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the information given by/on behalf of the Transacting Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our fairness opinion.
- It is understood that this opinion is solely for the benefit of confidential use by the Board of Directors of the Transacting Companies to facilitate Transacting Companies to comply with SEBI Operational Circular SEBI/HO/DDHS/DDHS DIVI/P/CIR/2022/0000000103 dated July 29, 2022, updated as on December 01, 2022 and SEBI Master Circular SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time; disclosures to be made to relevant regulatory authorities including stock exchanges, SEBI, National Company Law Tribunal or as required under applicable law and it shall not be valid for any other purpose. This opinion is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.
- The Report assumes that the Transacting Companies comply fully with relevant laws and regulations applicable in all its areas of operations and that the Transacting Companies will be managed competently and responsibly. Further, this Report has not considered matters of a legal nature, including issues of legal title and compliance with local laws, litigation and other contingent liabilities that are not represented to us by the Management. Our fairness opinion assumes that the assets and liabilities of the Transacting Companies, reflected in their respective balance sheet remain intact as of the Report date.
- The Report does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- This fairness opinion is issued on the understanding that each of the Transacting Companies has drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the

**Kunvarji Finstock Pvt. Ltd.**

☎ +91 79 6666 9000 ✉ [mb@kunvarji.com](mailto:mb@kunvarji.com)

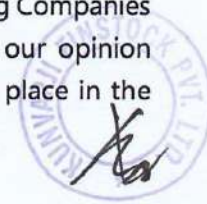
🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000048/2024





financial position or businesses up to the date of approval of the Scheme by the Board of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.

- Certain terms of the Proposed Transaction are stated in our fairness opinion, however the detailed terms of the Proposed Transaction shall be more fully described and explained in the Scheme document to be submitted to relevant authorities in relation to the Proposed Transaction. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the Scheme document.
- The fee for the engagement is not contingent upon the results reported.
- We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Transacting Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Transacting Companies, their directors, employees or agents.
- This report is not a substitute for the third party's due diligence/appraisal/inquiries/ independent advice that the third party should undertake for his purpose.
- This Report is subject to the laws of India.
- Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme of amalgamation and filing it with relevant authorities, without our prior written consent.
- In addition, this report does not in any manner address the prices at which equity shares of VDCL will trade following the announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of Transacting Companies should vote at any shareholder's meeting(s) to be held in connection with the Proposed Transaction. Our opinion contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.
- The Merchant Banker - Kunvarji, is also engaged in providing services as a Stock Broker, Depository Participant and Portfolio Manager in its name and as an Investment Adviser in the name of its subsidiary. Apart from this, Kunvarji, its directors, promoters, employees, affiliates and associates, are engaged in investing/ trading in the securities market on their respective accounts. The Merchant Banking Division of Kunvarji takes utmost care, through the effective implementation of principles of maintenance of the Chinese wall, to ensure that no information received by the Merchant Banking Division is not shared with or otherwise accessible to other departments of Kunvarji, and/or its promoters, directors, employees (other than employees of Merchant Banking Division), affiliates and associates. The proprietary trading account of Kunvarji and /or its promoters, directors, employees,

**Kunvarji Finstock Pvt. Ltd.**

☎ +91 79 6666 9000 ✉ [mb@kunvarji.com](mailto:mb@kunvarji.com)

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000049/2024





affiliates, associates and clients of broking, PMS services and Investment Advisory services may execute transactions and/or hold open long or short positions in the ordinary course of business in the securities issued by a listed company who itself or its affiliate or associate entity proposes to engage Merchant Banking Division of Kunvarji for providing services to itself or its associate or affiliate company.

## 5. OUR RECOMMENDATION

As stated in the equity share exchange ratio report dated June 26, 2024 jointly prepared by SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets and CA Prashant Ghorela, Registered Valuer – Securities and Financial Assets, Independent Valuers have recommended the following:

To the equity shareholders of MDSL for the Proposed Amalgamation of MDSL with and into VDCL:

***"1 (One) fully paid-up equity shares having a face value of INR 1 (One) each of the Transferee Company shall be issued and allotted for every 22 (Twenty Two) fully paid-up equity shares having a face value of INR 10 (Ten) each held in the Transferor Company".***

The aforesaid Proposed Transaction shall be pursuant to the draft scheme of amalgamation and shall be subject to receipt of approval from the Hon'ble NCLT, Hyderabad Bench or such other competent authority as may be applicable and other statutory approvals as may be required. The detailed terms and conditions of the Proposed Transaction are more fully outlined in the draft scheme of amalgamation. Kunvarji has issued the fairness opinion with the understanding that the draft scheme of amalgamation shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final scheme of amalgamation alters the Proposed Transaction.

Based on the information, and data made available to us, to the best of our knowledge and belief, the share exchange ratio as recommended by SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets and CA Prashant Ghorela, Registered Valuer – Securities and Financial Assets in relation to the proposed draft scheme of amalgamation is ***fair*** to the equity shareholders of VDCL in our opinion.

**For, Kunvarji Finstock Private Limited**

  
Mr. Kunal Shah

Director (DIN: 00049623)



**Date: June 26, 2024**

**Place: Ahmedabad**

**Kunvarji Finstock Pvt. Ltd.**

☎ +91 79 6666 9000 ✉ [mb@kunvarji.com](mailto:mb@kunvarji.com)

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979

000050/2024



[www.kunvarji.com](http://www.kunvarji.com)



**STRICTLY PRIVATE & CONFIDENTIAL**

June 26, 2024

To,  
**The Board of Directors**  
**Medinova Diagnostic Services Limited**  
H. No. 7-1-58, Unit No. 1/Flat No.301,  
3rd Floor Amrutha Business Complex,  
Ameerpet, Hyderabad – 500 016,  
Telangana, India.

**Sub: Fairness Opinion on share exchange ratio recommended by the valuers in connection with the proposed Scheme of Amalgamation of Medinova Diagnostic Services Limited with and into Vijaya Diagnostic Centre Limited and their respective shareholders and creditors**

Dear Sir(s),

We refer to our engagement letter dated June 01, 2024 and discussion wherein the management of **Medinova Diagnostic Services Limited** (hereinafter referred to as “**MDSL**” or “**Transferor Company**”) has requested Fortress Capital Management Services Private Limited (hereinafter referred to as “**Fortress**”), a SEBI Registered Category I Merchant Banker to give a fairness opinion on the Share Exchange Ratio recommended by SSPA & Co., Chartered Accountants and CA Prashant Ghorela (hereinafter referred to as “**Joint Valuers**”) in connection with the Scheme of Amalgamation of MDSL with and into **Vijaya Diagnostic Centre Limited** (hereinafter referred to as “**VDCL**” or “**Transferee Company**”) and their respective shareholders and creditors.

VDCL and MDSL are hereinafter collectively referred to as the “**Companies**”.

**1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT**

- 1.1 We have been informed by the Management that they are considering the proposal of Amalgamation of MDSL with and into VDCL (hereinafter referred to as the “**Amalgamation**” or “**Proposed Transaction**”) pursuant to the Scheme of Amalgamation (hereinafter referred to as “**Scheme**”) between the Companies in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder. Subject to necessary approvals, MDSL would amalgamate with and into VDCL, with effect from the appointed date as mentioned in the draft Scheme (hereinafter referred to as the “**Appointed Date**”). As a consideration for the Proposed Transaction, shareholders of MDSL would be issued equity shares of VDCL as per the share exchange ratio determined by the Joint Valuers as provided in the valuation report.



Page 1 of 5

**Fortress Capital Management Services Pvt. Ltd.** CIN : U67120MH2004PTC145815

Corporate office : 204, Lotus Park, 2nd Floor, Road No 16, Wagle Estate, Thane (W) 400 604, India. Tel : +91 (22) 6288 7900

Registered office : Daryanagar House, 2nd Floor, 69 Maharshi Karve Road, Marine Lines, Mumbai 400 002, India. Tel : +91 (22) 2200 7973



## 1.2 Vijaya Diagnostic Centre Limited

VDCL is engaged in the business of providing comprehensive range of diagnostic services, spanning pathological investigations, basic and high-end radiology, nuclear medicine and related healthcare services. The equity shares of VDCL are listed and traded on both National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). The standalone revenue from operations of the VDCL for the financial year ('FY') 2023-24 is INR 525.02 crores.

The shareholding pattern of VDCL as on date, is given below:

Name of the Shareholder	Number of Equity Shares	% Holding
Promoters and Promoters Group	5,53,28,952	53.93%
Public Shareholders	4,72,68,498	46.07%
<b>Total</b>	<b>10,25,97,450</b>	<b>100.00%</b>

## 1.3 Medinova Diagnostic Services Limited

MDSL is engaged in the business of providing comprehensive range of diagnostic services, spanning pathological investigations, radiology and imaging, conventional, specialized lab services and diagnostic cardiology. The equity shares of MDSL are listed and traded on BSE. The consolidated revenue from operations of the MDSL for FY 2023-24 is INR 10.17 crores.

The shareholding pattern of MDSL as on date, is given below:

Name of the Shareholder	Number of Equity Shares	% Holding
Promoters and Promoters Group	62,02,220	62.14%
Public Shareholders	37,79,420	37.86%
<b>Total</b>	<b>99,81,640</b>	<b>100.00%</b>





- 1.4 In this regard Joint Valuers were appointed to recommend the share exchange ratio in connection with the Proposed Transaction of Amalgamation of MDSL with and into VDCL under a Scheme of Amalgamation.
- 1.5 Accordingly, we have been appointed in the capacity of SEBI Registered Category I Merchant Banker to give a fairness opinion on the share exchange ratio recommended by Joint Valuers in connection with the Proposed Transaction of Amalgamation of MDSL with VDCL under the Scheme of Amalgamation to comply with the SEBI Guidelines.
- 1.6 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

## 2. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Draft Scheme of Amalgamation between MDSL, and VDCL under section 230 to 232 of the Companies Act, 2013.
- (b) Audited financial statements of the Companies for the financial year ('FY') ended March 31, 2024.
- (c) Shareholding Patterns of the Companies as on March 31, 2024 and June 21, 2024.
- (d) Financial projections of VDCL and MDSL comprising of balance sheet and profitability statement.
- (e) Report dated June 26, 2024 issued by the Joint Valuers.
- (f) Information available in public domain.
- (g) Such other information and explanations as we required, and which have been provided to us by the Management and Joint Valuers including Management Representations of VDCL and MDSL.

## 3. EXCLUSIONS AND LIMITATIONS

- 3.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects.
- 3.2 We have been represented by the Management of the Companies that the Companies have clear and valid title of assets. No investigation on Companies claim to title of their assets has been made and their claim to such rights has been assumed to be valid.
- 3.3 Our work does not constitute verification of historical financials of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.

Page 3 of 5



**Fortress Capital Management Services Pvt. Ltd.** CIN : U67120MH2004PTC145815

Corporate office : 204, Lotus Park, 2nd Floor, Road No 16, Wagle Estate, Thane (W) 400 604, India. Tel : +91 (22) 6288 7900

Registered office : Daryanagar House, 2nd Floor, 69 Maharshi Karve Road, Marine Lines, Mumbai 400 002, India. Tel : +91 (22) 2200 7973



- 3.4 Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- 3.5 The fee for the engagement and this report is not contingent upon the results reported.
- 3.6 Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement.
- 3.7 Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- 3.8 Any person / party intending to provide finance / divest / invest in the shares / convertible instruments / business of the Companies shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 3.9 This Fairness Opinion ("Opinion") is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on the Opinion including any significant changes that have taken place or are likely to take place in the financial position of the Companies. Events and transactions occurring after the date of this Opinion may affect the opinion and assumptions used in preparing it and we do not assume any obligation to update, revise or reaffirm this Fairness Opinion.
- 3.10 We do not express any opinion as to the price at which shares of the Company may trade at any time, including subsequent to the date of this opinion.
- 3.11 This Fairness Opinion has been issued for the sole purpose to facilitate the Companies to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 relating to Scheme of Arrangement by Listed Entities. It shall not be valid for any other purpose and should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall we assume any responsibility to any third party to whom the report is disclosed or otherwise made available.
- 3.12 Fortress nor its directors, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the fairness opinion is provided. All such parties expressly disclaim any and all liability for/ or based on or relating to any such information contained in the fairness opinion.





#### 4. REVIEW OF DOCUMENTS

For arriving at the opinion, we have reviewed the following documents:

- Draft Scheme of Amalgamation.
- Financials and Projections of Companies as mentioned in para 2 - 'Sources of Information'
- Report dated June 26, 2024 of the Joint Valuers.
- Explanation and information provided by the Management of the Companies and the Joint Valuers.

#### 5. VALUATION METHODOLOGY ADOPTED BY THE JOINT VALUERS

For the purpose of Valuation and recommending the share exchange ratio, the Joint Valuers have adopted "Discounted Cashflow Method" under Income Approach, "Market Price Method" and "Comparable Companies Multiple Method" under Market Approach for valuation of equity shares of VDCL and MDSL.

#### 6. CONCLUSION

- 6.1 We have reviewed methodology as mentioned above used by the Joint Valuers for arriving at the valuation of the equity shares of the Companies and also reviewed the working and underlying assumptions adopted to arrive at the values under each of the above approaches, for the purposes of recommending share exchange ratio.
- 6.2 On the basis of the foregoing and based on the information and explanation provided to us, in our opinion, the share exchange ratio for the proposed Amalgamation of MDSL with and into VDCL of **1 (One) Equity share of VDCL of INR 1 each fully paid up for every 22 (Twenty Two) Equity Share of MDSL of INR 10 each fully paid up, recommended by Joint Valuers is fair and reasonable.**

Thanking you.

Yours faithfully,

**For Fortress Capital Management Services Pvt. Ltd.**



**Authorized Signatory**

**Place: Mumbai**

**SEBI Registration No.: INM000011146**





Date: 26<sup>th</sup> June, 2024

To,  
**The Board of Directors**  
**Medinova Diagnostic Services Limited**  
H. No. 7-1-58, Unit No. 1 / Flat No. 301,  
3rd Floor, Amrutha Business Complex,  
Ameerpet, Hyderabad – 500016,  
Telangana, India

**1. Introduction**

We, the Statutory auditors of Medinova Diagnostic Services Limited (herein after referred as the ("Company"), have examined Clause 25 of Section 2 Part C of the draft Scheme of Amalgamation of Medinova Diagnostic Services Limited ("Transferor Company") with Vijaya Diagnostic Centre Limited ("Transferee Company") and their respective shareholders and creditors ("the Scheme") under provisions of SEBI Circular, Sections 230 to 232 and other applicable provisions of the Companies Act 2013 ("the Act") and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules") with reference to its compliance with the applicable Indian Accounting Standards notified under section 133 of the Act and Other Generally Accepted Accounting Principles.

**2. Management's Responsibility**

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Indian Accounting Standards as aforesaid is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of draft scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances. The management is also responsible for ensuring that the Company complies with the requirements of the Act and the rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the SEBI circular, and the applicable accounting standards, in relation to the Draft Scheme, and for providing all relevant information to the relevant National company Law Tribunal, the SEBI, and BSE Limited.

**3. Auditor's Responsibility**

Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the Statutory Auditors of any financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India to the extent applicable. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We hereby confirm that while providing this certificate we have complied with the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform audits and reviews of historical financial information, and other assurance and related services engagements, issued by the Institute of Chartered Accountants of India.





**4. Conclusion**

Based on our examination and according to the information and explanations given to us, along with the representations provided to us by the management, the Company shall be amalgamated with Vijaya Diagnostic Centre Limited with effect from the appointed date and shall stand dissolved without winding up in terms of Section 1 of Part C of the Scheme. Accordingly, we understand that no accounting treatment shall be required in the books of accounts of the Company pursuant to the Scheme becoming effective.

**5. Restriction on use**

This certificate is issued at the request of the Board of Directors of the Company solely for the purpose of onward submission to the NCLT, BSE Limited and National Stock Exchange of India Limited and any other regulatory authority in relation to the Proposed Scheme pursuant to the requirements of SEBI regulations and sections 230 to 232 of the Act read with relevant rules issued thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For M. Anandam & Co  
Chartered Accountants

Firm's registration No: 0001258



Madhuri Chimalgi  
Partner



Membership No: 235955  
UDIN: 24235955BK CJWE6754

Place: Secunderabad  
Date: 26-06-2024



Date: June 26, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> floor, Dalal Street,  
Mumbai – 400 001,  
Maharashtra, India.

Dear Sir/ Madam,

BSE Scrip Code : 526301  
ISIN : INE047C01019

**Sub: Compliance report to be submitted along with the draft Scheme of Amalgamation in accordance with Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by the Securities and Exchange Board of India (“SEBI Scheme Circular”)**

It is hereby certified that the draft Scheme of Amalgamation of Medinova Diagnostic Services Limited (the “Transferor Company”) with Vijaya Diagnostic Centre Limited (the “Transferee Company”) and their respective shareholders and creditors (“Scheme”) under Sections 230 to 232 of the Companies Act, 2013 and rules and regulations framed thereunder and other applicable laws does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Scheme Circular, including the following:

S.No	Reference	Particulars	Remarks
1.	Regulations 17 to 27 of LODR Regulations	<ul style="list-style-type: none"><li>Corporate governance requirements</li></ul>	Not applicable. Since, neither the paid-up capital nor the net worth of our Company exceeds the threshold limits specified under Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Regulation 11 of LODR Regulations	<ul style="list-style-type: none"><li>Compliance with securities laws</li></ul>	<ul style="list-style-type: none"><li>In compliance</li></ul>
<b>Requirements of SEBI Scheme Circular</b>			
3.	Para (I)(A)(2)	<ul style="list-style-type: none"><li>Submission of documents to Stock Exchanges</li></ul>	<ul style="list-style-type: none"><li>In compliance</li></ul>



**Regd. Office:** H. No. 7-1-58, Unit No. 1 / Flat No. 301, 3rd Floor, Amrutha Business Complex, Ameerpet, Hyderabad – 500016, Telangana, India, Phone- 040 - 42604250, E-mail: [medicorp@medinovaindia.com](mailto:medicorp@medinovaindia.com), Website- [www.medinovaindia.com](http://www.medinovaindia.com)



4.	Para (I)(A)(2)	<ul style="list-style-type: none"> <li>Conditions for schemes of arrangement involving unlisted entities</li> </ul>	<ul style="list-style-type: none"> <li>Both the Transferor Company and Transferee Company are listed entities, and no unlisted entities are involved in the Scheme. Hence the requirement mentioned in Para (I)(A)(2) is not applicable.</li> </ul>
5.	Para (I)(A)(4) (a)	<ul style="list-style-type: none"> <li>Submission of Valuation</li> </ul>	<ul style="list-style-type: none"> <li>In compliance</li> </ul>
6.	Para (I)(A)(5)	<ul style="list-style-type: none"> <li>Auditors certificate regarding compliance with Accounting Standards</li> </ul>	<ul style="list-style-type: none"> <li>In compliance</li> </ul>
7.	Para (I)(A)(9)	<ul style="list-style-type: none"> <li>Provision of approval of public shareholders through e-voting</li> </ul>	<ul style="list-style-type: none"> <li>Approval of the public shareholders of both the Transferor Company and Transferee Company as required under Para(I)(A)(9) of Part I of the SEBI Scheme Circular is applicable.</li> <li>This requirement relating to the approval of the public shareholders through e-voting will be complied with. Hence this undertaking has not been provided.</li> </ul>

  
**Hansraj Singh**  
Company Secretary

  
**Sunil Chandra Kondapally**  
Managing Director

Certified that the transactions/ accounting treatment provided in the draft Scheme of Amalgamation Transferor Company with Transferee Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable laws are in compliance with all the Accounting Standards applicable to a listed entity.

  
**Nikhil Rajmal Jain**  
Chief Financial Officer

  
**Sunil Chandra Kondapally**  
Managing Director

**Date: June 26, 2024**

**Regd. Office:** H. No. 7-1-58, Unit No. 1 / Flat No. 301, 3rd Floor, Amrutha Business Complex, Ameerpet, Hyderabad — 500016, Telangana, India, Phone- 040 - 42604250, E-mail: [medicorp@medinovaindia.com](mailto:medicorp@medinovaindia.com), Website- [www.medinovaindia.com](http://www.medinovaindia.com)



**REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF MEDINOVA DIAGNOSTIC SERVICES LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION OF MEDINOVA DIAGNOSTIC SERVICES LIMITED WITH VIJAYA DIAGNOSTIC CENTRE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

This Report is prepared, considered and approved by the Committee of Independent Directors (“**Committee**”) of Medinova Diagnostic Services Limited (“**Transferor Company**” or the “**Company**”) pursuant to its meeting held on June 26, 2024, where the following independent directors were present:

**Present:**

1. Ravikumar Reddy Kanamatareddy – Independent Director
2. P Kamalakar Rao – Independent Director

**Chairman:** The Committee unanimously elected Mr. Ravikumar Reddy Kanamatareddy as the Chairman for this meeting.

**1. Background**

- 1.1 This meeting of the Committee was held on June 26, 2024, to consider the proposed Scheme of Amalgamation which *inter alia* provides for the amalgamation of the Company with and into Vijaya Diagnostic Centre Limited (“**Transferee Company**”) pursuant to a Scheme of Amalgamation amongst the Company, the Transferee Company and their respective shareholders and creditors (“**Scheme**”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”).
- 1.2 The Transferee Company is a listed public limited company whose equity shares are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited.
- 1.3 The Transferor Company is a listed public limited company, whose equity shares are listed on BSE.
- 1.4 In terms of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 issued by the Securities and Exchange Board of India (“**SEBI**”) on June 20, 2023 (as amended from time to time) (“**SEBI Scheme Circular**”), the Committee is required to provide a report recommending the draft Scheme taking into consideration, *inter alia*, that the scheme is not detrimental to the shareholders of the Company.
- 1.5 This Report is made in compliance with the requirements of SEBI Scheme Circular.

**2. Documents perused by the Committee**

While deliberating on the Scheme, the Committee, *inter alia*, considered and took on record the following documents:

**Regd. Office:** H. No. 7-1-58, Unit No. 1 / Flat No. 301, 3rd Floor, Amrutha Business Complex, Ameerpet, Hyderabad – 500016, Telangana, India, Phone- 040 - 42604250, E-mail- [medicorp@medinovaindia.com](mailto:medicorp@medinovaindia.com), Website- [www.medinovaindia.com](http://www.medinovaindia.com)





- (a) the draft Scheme;
- (b) the Valuation Report dated June 26, 2024, issued jointly by SSPA & Co Chartered Accountants with Registration number IBBI/RV-E/06/2020/126 and CA Prashant Ghorela with Registration Number IBBI/RV/06/2021/14003), Registered Valuers appointed by the Audit Committee of the Board of the Company and the Transferor Company (collectively referred to as the “**Valuation Report**”);
- (c) the Fairness Opinion dated June 26, 2024, issued by Fortress Capital Management Services Private Limited, SEBI registered merchant banker with registration number INM000011146 providing its opinion on the fairness of the share exchange ratio proposed in the Valuation Report (“**Fairness Opinion**”); and
- (d) the Certificate dated June 26, 2024, issued by M. Anandam & Co., the Statutory Auditors of the Company, certifying that the accounting treatment contained in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act read with the rules framed thereunder or the accounting standards issued by the Institute of Chartered Accountants of India, as applicable and other generally accepted accounting principles.

### **3. Salient features of the Scheme**

#### **3.1 The Scheme, amongst others, contemplates the following:**

- (a) the amalgamation of the Transferor Company (as defined hereinafter) with and into the Transferee Company (as defined hereinafter) on a going concern basis in accordance with Section 2(1B) of the Income-tax Act, 1961 and the consequent issuance of Equity Shares by the Transferee Company to the shareholders of the Transferor Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the SEBI Scheme Circular; and
- (b) various other matters incidental, consequential or otherwise integrally connected therewith.

#### **3.2 The Appointed date (as defined in the Scheme) of the Scheme is 01 April 2024.**

#### **3.3 The effectiveness of the Scheme is conditional upon fulfilment of certain conditions precedent as provided in Clause 29 of the Scheme.**

### **4. Rationale of the Scheme**

- 4.1 Both the Transferor Company and Transferee Company are engaged in the business of providing diagnostic services. The proposed amalgamation will enable the Transferor Company and the Transferee Company to combine their businesses and create synergies between their businesses, including revenue synergies through sharing of consumer understanding, market insights and channel models to ensure faster reach to the market and to achieve faster growth;





- 4.2 Cost savings are expected to flow from more focused operational efforts and simplification of business processes, productivity improvements, improved procurement, usage of common resource pool like human resource, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses;
- 4.3 The proposed amalgamation is expected to create enhanced value for the stakeholders of the Transferor Company and the Transferee Company;
- 4.4 Greater efficiency in cash management of the Transferee Company, pooling of cash resources and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value; and
- 4.5 Simplification of overall group structure and creating efficiencies through amalgamation.

**5. Scheme is not detrimental to the shareholders of the Company**

- 5.1 The Committee discussed the background, salient features and rationale of the Scheme. In view of the various documents presented to the Committee, including the Valuation Report and the Fairness Opinion, it is observed that the Scheme will result in synergies between the businesses of the Company and the Transferee Company.

- 5.2 As per the Scheme, in consideration for the proposed amalgamation, the Transferee Company is required to issue and allot fully paid-up equity shares of the Transferee Company to the shareholders of the Company other than the Transferee Company or its nominees or subsidiaries, whose names are registered in the Register of Members of the Transferor Company as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or their successors in title as may be recognised by the Board of Directors of Transferor Company in the following manner:

*For every 22 Equity Shares of face value of INR 10 (INR Ten only) each fully paid up held in the Transferor Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Transferor Company shall be issued 1 Equity Share of face value of INR 1 (INR One only) each fully paid up in the Transferee Company.*

- 5.3 The Committee discussed and formed the view that there will be strong synergies in the proposed amalgamation contemplated in the Scheme, the employees will be benefitted and the Company will be better positioned to carry on the combined businesses of the Company and the Transferee Company, financially and otherwise.
- 5.4 Therefore, considering the above and other documents presented to the Committee, the Committee is of the view that the Scheme is not detrimental to the shareholders of the Company.

**6. Recommendation of the Committee**


In view of the above, and taking into considerations the documents presented to the Committee, after due deliberations and due consideration of all the terms of the Scheme, in particular fact that the Scheme is not detrimental to the shareholders of the Company, the Committee





unanimously recommends the Scheme for approval by the Board of Directors of the Company, BSE, NSE, the SEBI and other statutory/ regulatory authorities including the National Company Law Tribunal, Hyderabad Bench.

**For and on behalf of the Committee of Independent Directors  
of Medinova Diagnostic Services Limited**

  
**Ravikumar Reddy Kaniamatreddy**  
**Chairman - Committee of Independent Directors**  
DIN: 10663314  
Date: June 26, 2024  
Place: Hyderabad

**Regd. Office:** H. No. 7-1-58, Unit No. 1 / Flat No. 301, 3rd Floor, Amrutha Business Complex,  
Ameerpet, Hyderabad - 500016, Telangana, India, Phone- 040 - 42604250, E-mail:  
[medicorp@medinovaindia.com](mailto:medicorp@medinovaindia.com), Website- [www.medinovaindia.com](http://www.medinovaindia.com)



**ANNEXURE 3**

**Date:** June 26, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> floor, Dalal Street,  
Mumbai - 400 001.

**Company's Scrip Code in BSE** : 526301  
**ISIN** : INE047C01019

**Dear Sir/ Madam,**

**Sub: Confirmations to be filed with the Indian stock exchanges in respect of the Scheme of Amalgamation of Medinova Diagnostic Services Limited with Vijaya Diagnostic Centre Limited and their respective shareholders and creditors ("Scheme")**

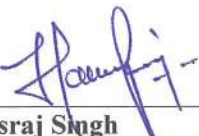
This is to certify that:

1. No material event impacting the valuation has occurred during the intervening period of filing the Scheme documents with the Indian stock exchanges and the period under consideration for the valuation; and
2. There are no listed debt obligations of the entities forming part of the Scheme.

Thanking you.

Yours sincerely,

**For and on behalf of Medinova Diagnostic Services Limited**

  
**Hansraj Singh**  
Company Secretary  
M. No: F11438  
Place: Hyderabad  
Date: June 26, 2024





**Date:** June 26, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> floor, Dalal Street,  
Mumbai - 400 001,  
Maharashtra, India.

**Dear Sir/ Madam,**

**Company's Scrip Code in BSE** : 526301  
**ISIN** : INE047C01019

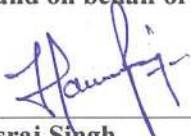
**Sub: Undertaking in respect of No-objection Certificates to be procured from lenders and to be filed with the Stock Exchanges pursuant to the Scheme of Amalgamation of Medinova Diagnostic Services Limited (the "Company") with and into Vijaya Diagnostic Centre Limited (the "Transferee Company") and their respective shareholders and creditors ("Scheme")**

This is to confirm that Medinova Diagnostic Services Limited has not obtained any loan from commercial banks/ financial institutions/ debenture trustees and hence the No-objection Certificate is not required to obtain in relation to the proposed amalgamation of Medinova Diagnostic Services Limited with and into the Vijaya Diagnostic Centre Limited and their respective shareholders and creditors in terms of the Scheme.

Thanking you.

Yours sincerely,

**For and on behalf of Medinova Diagnostic Services Limited**

  
**Hansraj Singh**  
**Company Secretary**  
M. No: F11438  
Place: Hyderabad  
Date: June 26, 2024

