



**VIJAYA  
DIAGNOSTIC  
CENTRE**

**August 13, 2025**

To  
Corporate Relation Department,  
**BSE Limited**  
Security Code: **543350**

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

Dear Sir/Madam,

**Sub: Vijaya Diagnostic Centre Limited ("Company") – Annual Report for the FY 2024-25 along with the Notice of the 23<sup>rd</sup> Annual General Meeting**

We hereby inform you that the 23<sup>rd</sup> (Twenty-Third) Annual General Meeting ("AGM") of the members of the Company will be held on **Friday, September 05, 2025 at 11:00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report for the financial year 2024-25 (including Notice of the AGM to be held on September 05, 2025, and Business Responsibility and Sustainability Report).

We also wish to inform you that 23<sup>rd</sup> Annual Report (including Notice of the AGM) has been sent, through email to the members on August 13, 2025 and a weblink letter including the complete path where the complete details of Annual Report along with the notice of AGM is available, to those shareholder(s) who have not registered their e-mail address with Company / RTA / Depository.

The Annual Report including Notice is also uploaded on the Company's website and can be accessed at: <https://www.vijayadiagnostic.com/investors/annual-reports>

Kindly take the above information on your record.

Thanking you.

Yours sincerely,  
For **Vijaya Diagnostic Centre Limited**

**Hansraj Singh**  
**Company Secretary & Compliance Officer**  
**M. No. F11438**

Encl.: As above



# Trust that



# Transcends Generations





#### Forward Looking Statement

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

### Corporate Overview

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# Trust that Transcends Generations.

A correct diagnosis lays the foundation for effective treatment. At Vijaya Diagnostic Centre, this belief has guided the way care is delivered since the very beginning. Across cities and towns, patients and doctors continue to rely on the Company for diagnostic services that are timely, accurate and consistent.

This trust has been shaped by a way of working that puts quality first, keeps pace with medical advancements and ensures a respectful experience at every touchpoint. The Company's integrated model, with radiology and pathology under one roof, supports this approach while enabling scale without losing focus. Over the years, Vijaya has steadily grown its presence and capabilities. Yet what has remained constant is its role in helping people take the first step towards healing with clarity and confidence. Individuals who once walked into Vijaya's centre for the first time now return with their families. Doctors who have referred patients in the past continue to do so today.

This quiet continuity carries meaning.

It reflects not just satisfaction, but trust that is maintained over time.

Not just reliability, but care that people return to.

It is this relationship, built step by step, that defines Vijaya Diagnostic Centre.

**It is trust that transcends generations.**

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# Advancing Health Through Diagnostic Excellence

Vijaya Diagnostic Centre Limited is India's largest B2C-focused integrated diagnostic chain. Headquartered in Hyderabad and established in 1981, the Company plays a central role in enabling better health outcomes through quality-led diagnostic services.

## Mission

Our Mission is to make the patient's medical journey faster, more transparent and more accurate. We are committed to deliver exceptional diagnostic solutions to every patient and physician.

## Vision

Our Vision is to provide reliable and accurate diagnostic services to our customers, at affordable prices, in a customer centric manner. We strive to provide the best service possible. We are continually raising our own bar through the latest technology, continuous improvement and recruitment of high calibre technicians and professionals.

## Our Services

### Diagnostic Tests

The Company offers a wide range of affordable diagnostic tests, delivered efficiently through National Accreditation Board for Testing and Calibration Laboratories (NABL)-accredited laboratories. Its operations are supported by an in-house team of over 300 experienced radiologists and pathologists, ensuring consistent quality and timely results.

It brings together radiology and pathology under a single platform, offering patients and clinicians a seamless diagnostic experience across all major testing categories.

Vijaya operates on a hub-and-spoke model that supports both scale and service depth. Its presence spans more than 25 cities across Andhra Pradesh, Telangana, West Bengal, Maharashtra, Karnataka and the National Capital Region. The network continues to grow, with increasing reach in large metro markets such as Bengaluru and Pune, alongside continued density in its core Southern base. This integrated approach allows the Company to offer a consistent service experience across locations, backed by centralised processing and quality assurance.

What sets Vijaya apart is its ability to combine medical rigour with service efficiency. The Company has consistently invested in advanced diagnostic infrastructure, digital tools and trained professionals to improve accuracy and turnaround times. With a strong emphasis on clinical excellence and patient convenience, Vijaya continues to serve as a trusted diagnostics partner to both individuals and clinicians across India.

### Corporate Wellness Solutions

The Company offers comprehensive Corporate Wellness solutions, including both onsite and offsite health check-ups. With a client base of over 450 multinational corporations across India, these services are designed to support employee health and well-being.

151  
Diagnostic Centres  
Across Six States



40+  
Years of Medical  
Diagnostics Expertise

450+  
Corporate Clients Engaged  
Through Preventive Health  
Programmes

100 Million+  
Customers Served Since Inception



25+  
Cities Served  
with Integrated  
Diagnostic Services

300+  
Radiologists and  
Pathologists on the Team

## Our Journey

# Evolving to Meet India's Diagnostic Needs

Since its inception in 1981, Vijaya Diagnostic Centre has steadily evolved into one of India's most trusted diagnostic service providers. The Company's growth has been guided by a consistent approach to expanding with purpose, investing in capabilities over time, and developing a model that prioritises medical accuracy and high-quality service.

## Four Decades of Progressive and Purposeful Growth

1981 - 2010

### Establishing the Base

The Company began its journey in Hyderabad, initially offering ultrasound and echocardiography services. As awareness of diagnostic services grew, Vijaya steadily expanded its range of offerings, adding imaging modalities such as CT and MRI, and building credibility across its home markets.

During this time, the Company also introduced nuclear diagnostics and pathology services, laying the foundation for an integrated care platform. By 2010, Vijaya had established itself as a trusted name in Andhra Pradesh and Telangana, with a reputation for clinical reliability and service consistency.



2011 - 2020

### Expanding Regionally

This decade marked the beginning of Vijaya's regional expansion. The Company scaled its network through the hub-and-spoke model and extended its services into neighbouring states. It built strong local operations in cities across West Bengal and continued deepening its reach in South India. It also attracted long-term institutional investment in 2016, which provided the financial flexibility to support further growth.

By the end of this phase, Vijaya had transformed from a local leader into a regional player with a multi-state footprint.

2021 - 2025

### Entering the Next Phase

The past five years have seen Vijaya enter the next phase of its growth journey. It became a publicly listed Company in 2021, further strengthening its governance and capital base. The Company expanded its presence into Eastern India through a centre in Kolkata, and entered the Western market by acquiring P.H. Diagnostics in Pune.

In FY25, Vijaya took a significant step by launching two centres in Bengaluru, marking its entry into the high-potential Karnataka market. It also received exchange approvals to proceed with the merger of Medinova Diagnostic Services, a move that will further strengthen its backend capacity and network efficiency.



## Advancing Through Technology

Innovation has remained central to Vijaya's operating model. From early use of imaging technologies in South India to adopting AI-driven platforms and digital diagnostics, the Company has consistently stayed ahead in its technology journey.

**Notable advancements include:**



Early adoption of 3.0 Tesla MRI, PET-CT and 160-slice CT scanners



Use of Droplet Digital PCR and HPV-DNA HC2 testing



Integrated LIMS, PACS and RIS to streamline workflows



AI-enabled diagnostic platforms such as Augmento



Mobile and web-based interfaces for enhanced patient experience

**These investments have helped improve turnaround times, enhance clinical accuracy and deliver a smoother diagnostic experience at scale.**

# Building Robust Infrastructure for Precision and Speed

Vijaya Diagnostic Centre offers a unique full-stack model that integrates radiology and pathology under one roof. This allows the Company to offer patients a broad range of diagnostic services with precision, speed and clinical reliability. What enables this delivery at scale is Vijaya's robust infrastructure, built over decades and strengthened by continuous investment in advanced equipment, digital systems and backend standardisation.

## Accessible Services Enabled by Digital and Home Collection Channels

The omni-channel service model ensures seamless access and convenience for customers. The Company's online and doorstep offerings are fully integrated with its core systems, allowing patients to access diagnostic services anytime and from anywhere.



### Online Services

- Access to reports and medical records through app and website
- Intuitive user interface with smooth booking and payment process
- Agile customer service support with high responsiveness
- Strong customer retention driven by convenience and brand recall

### Home Collection Services

- Seamless and efficient doorstep sample collection
- Use of temperature-controlled logistics and sealed single-use kits
- Samples reach lab within two hours, preserving quality
- Maintains strict hygiene protocols across collection points

## Technology-Driven Diagnostic Excellence

The Company's infrastructure is built for scale and standardisation. It combines high-end diagnostic machines with advanced software to ensure accuracy, efficiency and uniform experience.

### Our Infrastructure Features

#### 34 CT Machines

High-definition imaging systems used for accurate diagnostic evaluations.

#### 34 MRI Machines

Full-suite of MRI capabilities including 3 Tesla units for detailed imaging.

#### 9 PET CT or Gamma Machines

Advanced nuclear medicine tools for metabolic imaging and disease detection.

#### 300+ Medical Experts

Radiologists, pathologists and lab physicians ensure reliable clinical reporting.



## Digital Systems That Power Consistency

### Laboratory and Radiology Software

- **Laboratory Information Management System (LIMS):** Improves sample tracking, test workflows and reporting accuracy.
- **Radiology Information Systems (RIS) and PACS:** Centralised radiology data storage and viewing. Enables faster coordination and lower manual error.

### Front-End Enablement

- Standardised operations and real-time performance tracking
- Maintains consistent Turnaround Time (TAT)
- Lowers errors through minimal human intervention
- Delivers a uniform customer experience from booking to report access

### Trusted Equipment Partners

Strong partnerships with global leaders including:

SIEMENS

GE HealthCare

HOLOGIC

PHILIPS

UNITED IMAGING

BECKMAN COULTER

BIOMÉRIEUX

## FY25 Spotlight

### Transition to AI-Powered Radiology Platform

In FY25, Vijaya adopted a best-in-class AI-powered radiology software solution developed by a reputed global vendor.

### Key Benefits

- **Digitised Images**  
X-ray and scan images can be shared instantly with patients and doctors via mobile apps, WhatsApp or SMS.
- **Digitised Reports**  
Central integration with billing and Augmento software allows patients to access radiology reports directly online.
- **High Quality Reporting**  
Cases are assigned to specialised doctors, with 24x7 access enabled by a centralised workload.
- **Faster Turnaround Time**  
The platform reduces reporting lag through real-time prioritisation and FIFO-based case allocation.

By integrating this AI platform, Vijaya has significantly improved report quality, patient convenience and operational throughput — further strengthening its leadership in high-end diagnostics.

Our Presence

# From a Strong Core to a Wider Scale

Vijaya Diagnostic Centre’s journey began in Hyderabad, where it established a reputation for dependable, high-quality diagnostic services. Over the years, the Company expanded across Andhra Pradesh and Telangana, and now extends into key metros and emerging cities across India. This evolution has been guided by a clear strategy of strengthening density in core regions, replicating proven models in new markets, and scaling operations through a mix of organic and inorganic growth.

### Strategic Expansion Across High-Potential Cities

Vijaya’s expansion outside its core markets has followed a deliberate and data-led strategy. The Company has entered select urban centres with strong healthcare demand and favourable operating conditions, replicating its integrated model across radiology and pathology.

This expansion includes a mix of greenfield launches and acquisitions. In Pune, the acquisition of P.H. Diagnostics

enabled rapid scale-up through its wide range of centres. In Bengaluru, two hubs were inaugurated in HSR Layout and Yelahanka in FY25. In West Bengal, the network grew to four operational hubs in Kolkata under the Vijaya brand.

As Vijaya scales its operations in new cities, the revenue mix is steadily diversifying. From a Hyderabad-centric model in FY23, the contribution from non-core geographies has begun to rise.

### Geographies Added in Recent Years

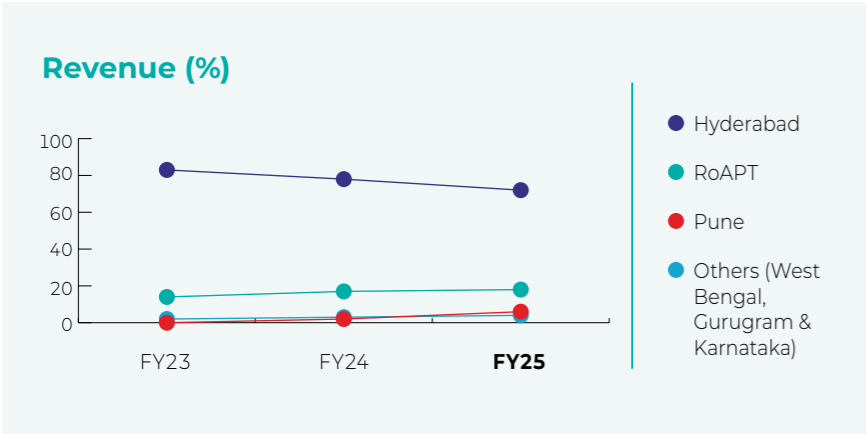
- 1

**Maharashtra:**  
Pune
- 2

**West Bengal:**  
Kolkata, Krishna Nagar
- 3

**Haryana:**  
Gurugram
- 4

**Karnataka:**  
Bengaluru, Kalaburagi



### Network Expansion Plans for FY26

To build on the progress made in recent years, the Company has outlined a clear rollout plan for FY26, with ten hubs and three spokes expected to become operational during the year.

- Pune

**1 Hub, 1 Spoke**  
Centres Planned

H1FY26 Timeline
- West Bengal

**5 Hubs, (2Already Opened)**  
Centres Planned

H1FY26 Timeline
- Bengaluru

**2 Hubs**  
Centres Planned

H1FY26 Timeline
- RoPAT

**2 Hubs**  
Centres Planned

H2FY26 Timeline
- Hyderabad

**2 Spokes**  
Centres Planned

H2FY26 Timeline

### A Deeply Entrenched Presence in Core Markets

The Company’s foundation remains firmly anchored in the twin states of Telangana and Andhra Pradesh. With Hyderabad contributing 72% of revenues in FY25, and an additional 18% from the rest of Andhra Pradesh and Telangana (RoAPT), the Company has built a dense network of diagnostic centres that serve both metropolitan and regional populations.

### Key Differentiators in Core Market Strategy

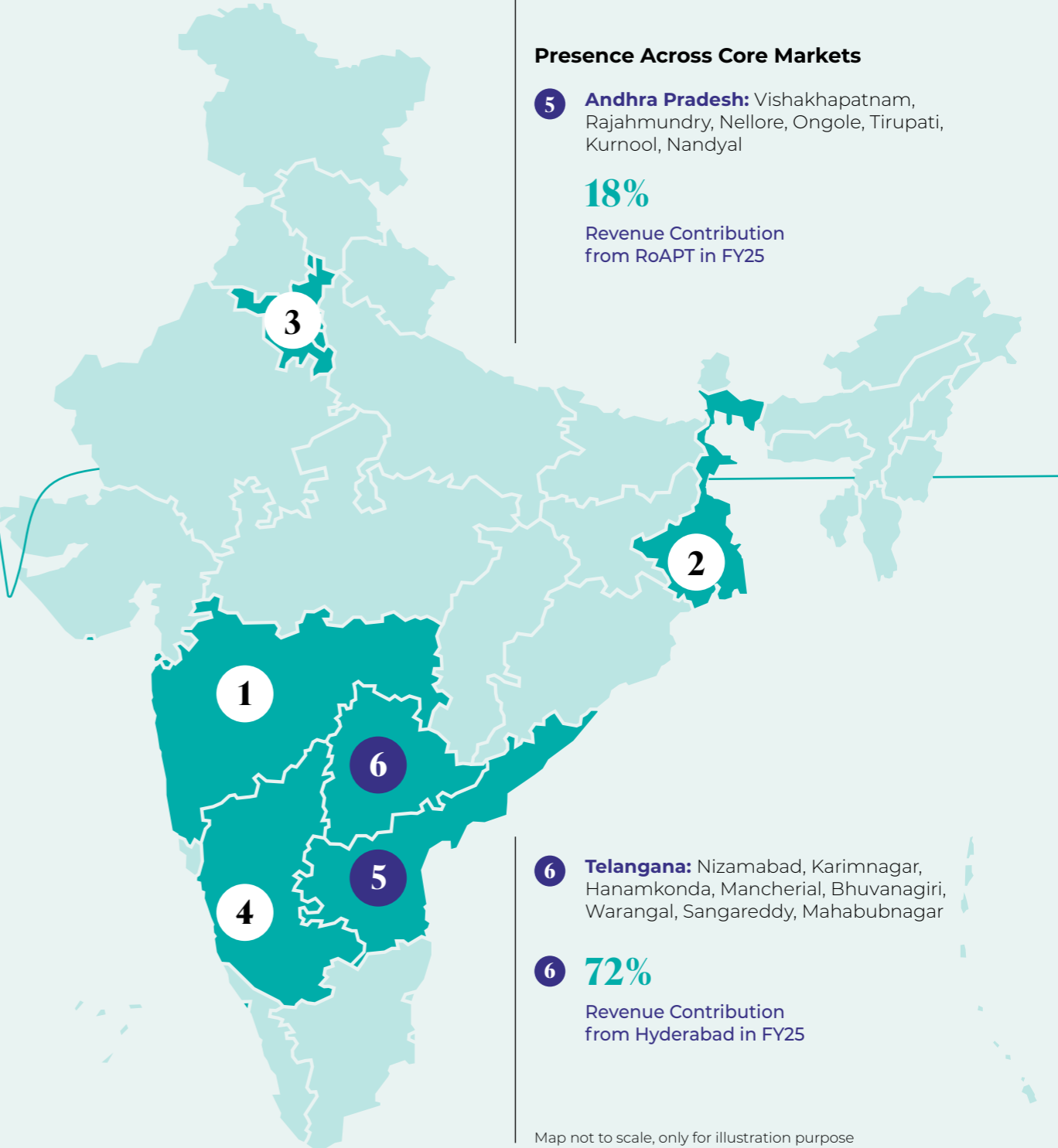
- Extensive coverage across Tier 1 and Tier 2 cities in AP and Telangana
- Strong brand salience in Hyderabad and surrounding clusters
- Dense presence aids faster Turn-Around Times through load distribution

### Presence Across Core Markets

- 5

**Andhra Pradesh:** Vishakhapatnam, Rajahmundry, Nellore, Ongole, Tirupati, Kurnool, Nandyal
- 18%

Revenue Contribution from RoAPT in FY25



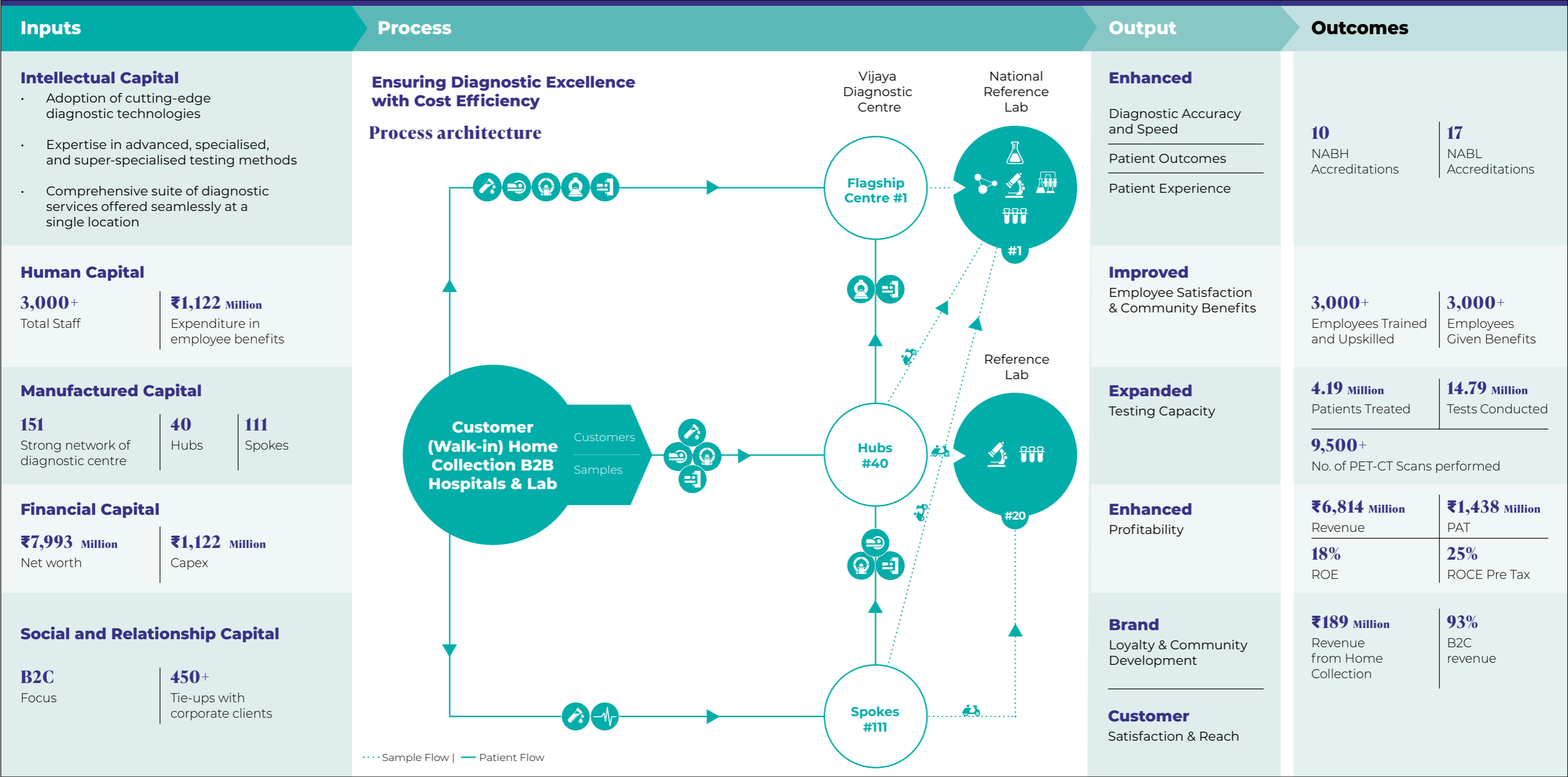
Map not to scale, only for illustration purpose

# Creating Value with Focus and Foresight

CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS



## Our Strengths

# Driving Performance Through Core Strengths

From a deeply integrated care model to a robust technology backbone, the Company has cultivated enduring capabilities that position it for long-term leadership. As healthcare delivery evolves, Vijaya's patient-first approach, strong clinical governance, and prudent financial management continue to differentiate it in a dynamic and highly competitive landscape.



### Integrated Diagnostic Capabilities

Vijaya Diagnostic Centre offers end-to-end diagnostic solutions that span both pathology and radiology. This integrated model enhances clinical accuracy by facilitating cross-modality correlation and provides patients with a seamless experience under one roof. By performing over 14.79 Million tests and serving more than 4.19 Million patients in FY25, the Company has reinforced its ability to deliver scale and quality within a unified care framework. The combination of in-house testing, digital reporting and coordinated service lines contributes meaningfully to turnaround time and diagnostic confidence.

### Skilled and Experienced Workforce

The Company's operations are supported by a workforce of over 3,000 professionals, including more than 300 doctors across radiology, pathology, and support functions. A structured training framework ensures continuous upskilling, especially in the context of emerging diagnostic technologies and service protocols. The emphasis on in-house talent, combined with a standardised culture of excellence, enables uniform service delivery across all centres.

### Technology-Driven Operating Model

Vijaya has made sustained investments in technology across clinical, operational and customer service layers. The rollout of Augmento, its AI-enabled radiology platform, marks a step-change in turnaround times and reporting accuracy. Patient interfaces such as the mobile app and e-commerce platform have improved digital engagement, while backend automation supports operational efficiency. These systems allow the business to scale intelligently while preserving service standards.



### Extensive and Densely Networked Presence

With 151 centres and 21 reference laboratories across 25 cities, the Company has built one of the most extensive diagnostic networks in India. The geographical spread covers both urban and emerging Tier-II locations, enabling equitable access to advanced healthcare services. The hub-and-spoke network is strategically designed to optimise sample flow, enhance asset utilisation and ensure timely reporting. This delivery infrastructure also supports scalability in a capital-efficient and quality-consistent manner.

### Strong Clinical Governance and Accreditation

Vijaya's commitment to quality is underscored by NABL and NABH accreditations across key centres. These certifications reflect standardised processes, quality assurance protocols and patient safety systems that are benchmarked to national standards. The organisation follows a rigorous internal quality control framework that is periodically reviewed and upgraded. This focus on clinical governance is a key differentiator in a fragmented diagnostics market.

### Trusted Brand with a Legacy of Reliability

Over four decades, Vijaya has built a strong brand anchored in consistency, transparency and care. It continues to enjoy high brand recall, particularly in Southern India, where it is a market leader. As it expands into newer markets, this brand equity serves as a valuable asset, facilitating clinician partnerships and patient trust. The focus on patient-centric care and clinical accuracy has enabled the brand to command loyalty in a competitive sector.

### Financial Strength and Conservative Capital Structure

The Company has demonstrated robust financial performance with a 24.4% increase in revenue and a 23.7% rise in EBITDA in FY25. Importantly, all expansion during the year was funded through internal accruals. Vijaya maintains a lean and conservatively structured balance sheet, offering high operating leverage and substantial headroom to fund future growth. This financial resilience supports long-term sustainability and provides the ability to respond with agility to market opportunities.

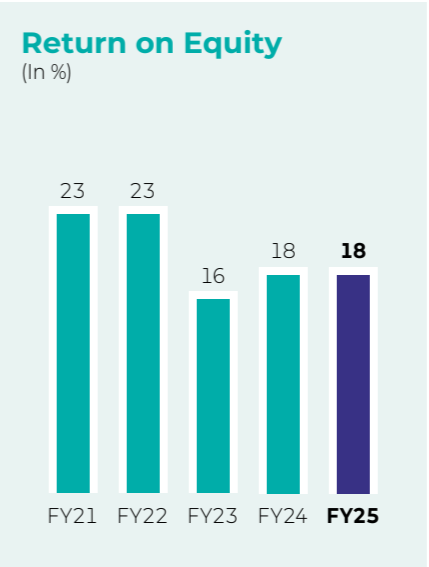
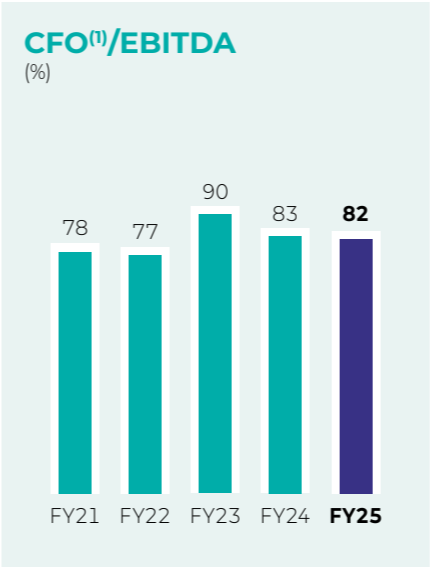
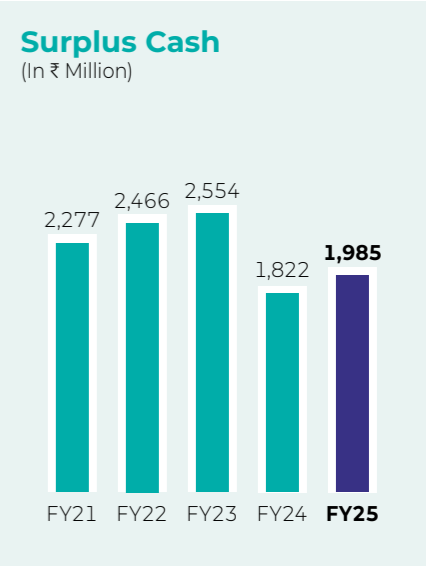
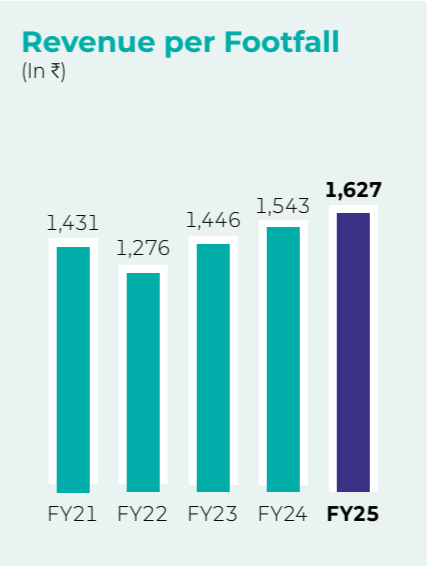
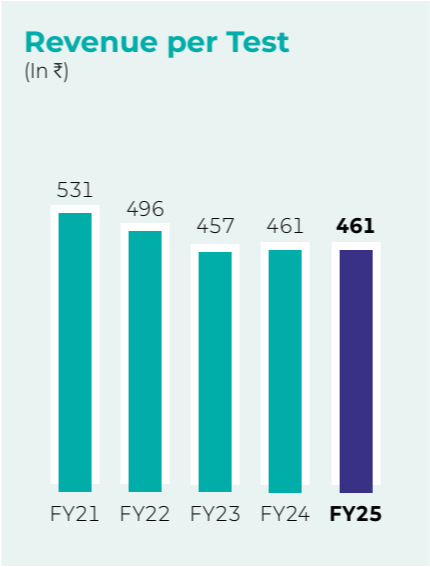
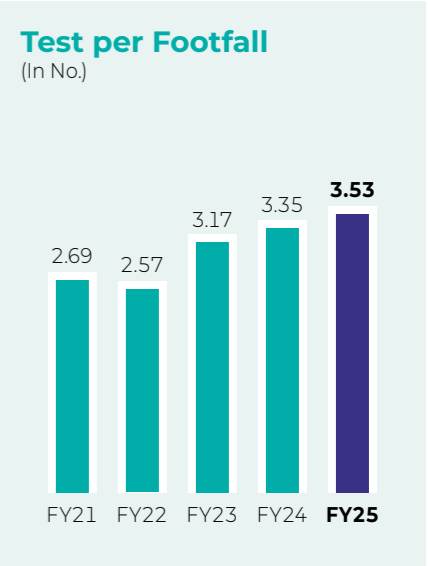
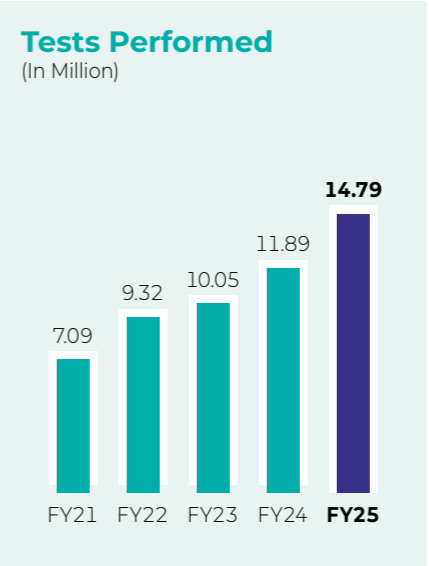
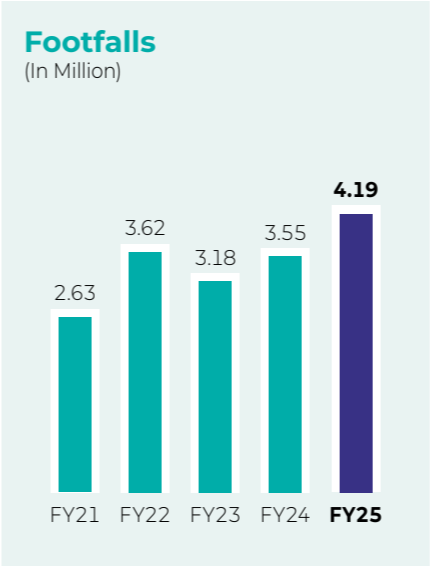
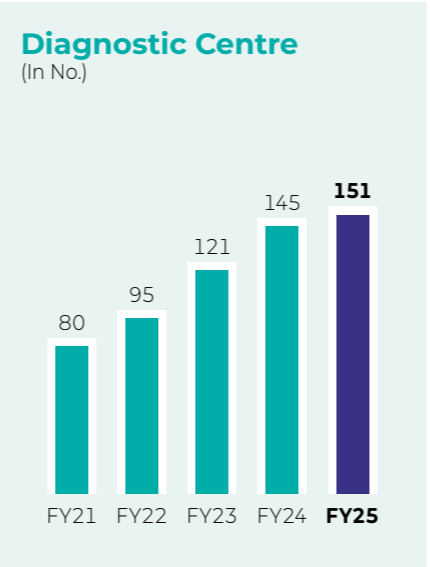
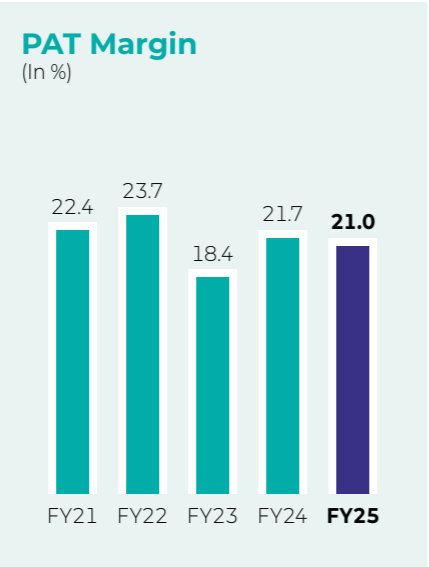
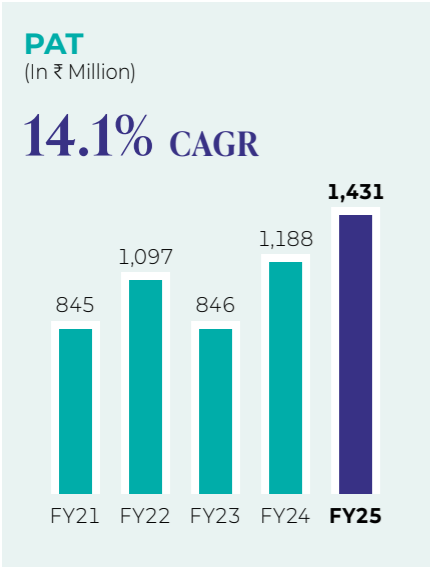
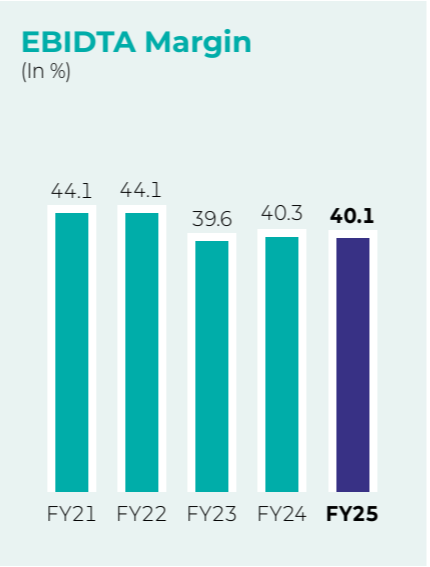
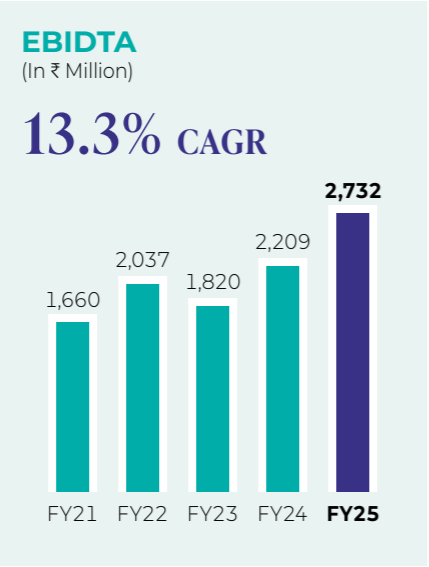
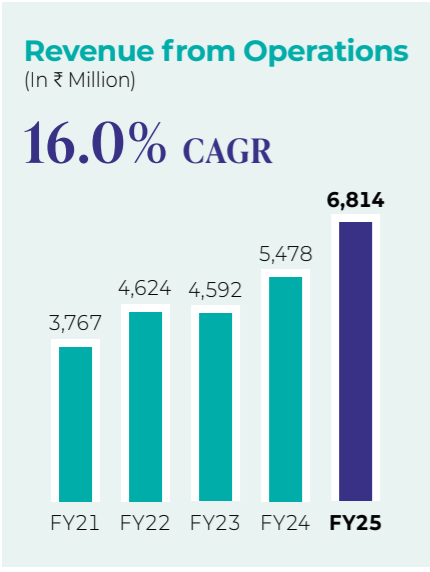
### Responsive and Patient-Centric Delivery Models

Vijaya continues to evolve its service formats in line with changing patient needs. Its home collection vertical has scaled across key cities, supported by trained phlebotomists and temperature-controlled logistics. In parallel, the Company has strengthened its centralised service team and digital platforms to deliver consistency across booking, payments, and report access. These innovations reflect an ongoing shift towards convenience-led care, which is increasingly valued by today's healthcare consumers.

Key Performance Indicators

# Measuring Our Progress

CORPORATE OVERVIEW  
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<sup>(n)</sup> CFO = Cash Flow from Operations

# Delivering Consistency in a Changing Landscape



**This year stands as a strong testament to our unwavering commitment to customer-centric care, ongoing technological advancement, strategic expansion into promising tier-2 and tier-3 markets, and our relentless pursuit of excellence.**

## Dear Shareholders,

It gives me great pleasure to present to you the annual report of Vijaya Diagnostic Centre Limited for the financial year 2025. This year has been a testament to our commitment to customer-centric care, continuous technological advancement, expansion into promising tier-2/tier-3 markets, and a relentless pursuit of excellence. Our efforts to expand into tier-2/tier-3 geographies have brought us closer to the communities, enabling us to provide top-tier diagnostic services. The encouraging response from these regions has strengthened our resolve to create enduring value for all our stakeholders.

## Industry's Changing Landscape

India's diagnostic services sector continues to experience structural change across Radiology and Pathology segments, shaped by rising health awareness, stronger demand for quality, and wider adoption of preventive care. The role of diagnostics has steadily expanded from a support function in treatment to a critical element in early detection and ongoing health management. Patients are now seeking providers who offer both clinical assurance and service convenience, while clinicians are relying on timely, accurate, and comprehensive radiology and pathology reports to support informed therapeutic decisions.

This shift is being reinforced by two notable trends. The first is the growing relevance of wellness testing, which is moving from niche offering to an established category within mainstream diagnostics, propelled by improvements in service quality, accessibility, and diagnostic precision. Second trend which we are observing is that Radiology is becoming increasingly central to diagnostic workflows, with teleradiology playing a key role. By leveraging digital transmission over the internet, radiologists can now provide remote diagnostic services to underserved areas, improving access to quality healthcare and enhancing patient outcomes. Together, these changes are shaping how diagnostic providers are assessed. The ability to offer integrated services, uphold consistent quality, and operate efficiently across regions is gaining importance. Diagnostic chains that are able to build scale without diluting their quality standards are better placed to respond to these evolving needs.

## Navigating Change, Driving Growth

In this evolving environment, Vijaya Diagnostic Centre has continued to strengthen its network presence leveraging our integrated model, skilled talent, and robust service capabilities.

Following the acquisition of PH Diagnostic Centre Private Limited in the last fiscal year, we have successfully integrated systems and processes with the parent organization and co-branded the centres as "Vijaya PH Diagnostic Centre." In March 2025, we launched our first hub post-acquisition in Ambegaon, Pune - marking the beginning of our expansion journey in the region. We continued to deepen our presence in Tier 2 and Tier 3 markets this year by establishing state-of-the-art hub centres in Ongole and Nizamabad, offering comprehensive diagnostic services. This expansion of our geographic footprint has increased our network to 151 diagnostic centres and 23 reference laboratories across 25 cities.

As public awareness of health issues continues to rise, preventive diagnostics is poised to become an even more prominent theme within industry. This shift is reshaping the competitive landscape, favoring institutions that combine a scalable operating model, robust infrastructure, and a strong customer-first approach. With our integrated service offerings and unwavering commitment to quality and unique ability to craft personalized packages built on a deep understanding of customer needs, Vijaya Diagnostic is well-positioned to capitalize on this evolving opportunity.

## Shaping Tomorrow with Talent, Sustainability and Technology

Investing in good talent has been our top priority over the years - because getting it right lays the foundation for a scalable and sustainable business. With a team of 300+ specialist and super-specialist doctors (both radiologists and pathologists and 2,800+ professionals, we are devoted to maintaining exceptional accuracy and compassionate care. Our commitment to continuous learning is reflected in our robust training programs designed to keep our team equipped with cutting-edge skills and knowledge sharing through periodic webinars, ensuring the highest quality in diagnostic services. Our distinctive Employee Stock Option Plan (ESOP) demonstrates our dedication to recognizing contributions across all levels and cultivating a strong sense of ownership within the Company.

Committed to sustainability and responsible corporate practices, Vijaya made notable progress this year by installing a 40-kW rooftop solar power system on a 400-square-meter area at its Madhapur center in Hyderabad. This initiative is in line with the Company's long-term ESG goals and is estimated to save ~₹ 4.81 Lakhs annually on electricity costs. Our CSR initiatives reflect a deep commitment to uplifting the communities around us. For the fiscal year ending

March 31, 2025, we invested ₹275.87 Lakhs in various projects, including rural sports, healthcare, skill training, and social welfare. These activities are guided by our vision to deliver long-term value to society and support inclusive growth.

We have always been pioneers in adopting the latest technology to deliver high-quality care to our customers. This year, we expanded the rollout of our AI platform, which supports radiology reporting and seamlessly integrates with our core applications. This advancement has enhanced customer experience by reducing turnaround times and enabling online report sharing. For our in-house radiologists, AI has boosted productivity with improved process flow and generation of high-quality report by assigning cases on a FIFO basis to the concerned specialists. To drive the next phase of growth, we have strengthened our leadership team by promoting internal talent and making key lateral hires. Since talent is crucial to our success, we will continue to expand our team by bringing in strategic resources across key business and support functions, to further enhance our capabilities.

## A Forward View

Looking ahead, we are energized by the opportunities on the horizon. Our focus will be on strengthening our presence in emerging markets while increasing market share in existing regions. In FY26, we plan to launch 10 new hub centers across our Core Geography, Pune, Bengaluru, and West Bengal. We recognize significant potential in expanding into new geographies, including Tier-II cities and semi-urban clusters, where demand for high-quality, structured diagnostics is growing. Our expansion will follow a deliberate approach, ensuring each center is backed by robust infrastructure, skilled talent, and effective systems. Throughout this process, trust and clinical accuracy will remain central to our service. We are committed to upholding the standards that patients and clinicians expect from Vijaya, through qualified teams, standardized protocols, and transparent communication.

On behalf of the Board, I wish to express my gratitude to our employees, clinicians, and leadership team for their dedication and professionalism. I am also grateful to our shareholders for their continued support. As we enter a new year, we do so with a clear sense of purpose and responsibility, ready to serve more communities with the same integrity and care that have been the hallmark of Vijaya Diagnostic Centre for over four decades.

Regards,

**Dr S. Surendranath Reddy**  
Chairman

# Expanding Reach While Upholding Excellence



**By the end of FY25, our network expanded to 151 centres across 25 cities. Each new addition reflected our strategic focus on achieving balanced growth, while upholding clinical rigour and ensuring operational consistency.**

## Dear Shareholders

As I write this letter, it gives me a chance to pause, reflect, and reconnect with what defines our purpose at Vijaya Diagnostic Centre. For over 40 years, we have believed that diagnostics play a defining role in the healthcare journey. When they are delivered with accuracy, speed and empathy, they shape outcomes meaningfully.

FY25 carried this belief forward in every aspect of our work. We continued to expand our presence, strengthen our infrastructure and bring our services closer to more communities. More importantly, we did so while staying focused on consistency in clinical delivery, in the experience we offer, and in the reliability that patients and clinicians have come to associate with us. These principles guided our actions through the year and shaped the operational progress we made across the organization.

## Operational Execution Grounded in Strategy

FY25 was a year of disciplined execution. We remained aligned to our long-term strategy to consolidate our leadership in core markets, expand strategically into high-potential regions, invest in technology to enhance service quality, and strengthen our organization to scale with care.

In Hyderabad, Andhra Pradesh and Telangana, we concentrated on increasing network density and enhancing service quality. These efforts helped us respond more effectively to growing patient volumes while upholding our standards of care. This region continued to anchor our performance and served as the foundation on which we built further scale. Continuing with our strategy of penetrating deeper into tier 2/3 geographies, we inaugurated state-of-the-art hub centre with advanced equipment like 3T MRI and a 160-slice Cardiac CT in Ongole, AP and achieved break-even in 3 quarters. This underscores the high demand for quality diagnostics in the area and reinforces Vijaya's reputation as a trusted brand. We also inaugurated state-of-art hub centre in Nizamabad, Telangana and renovated our top-performing Kurnool Hub to enhance capacity with the introduction of 3T MRI and 160-slice Cardiac CT.

Our entry into Western India progressed meaningfully through the successful integration of PH Diagnostics. In Pune, we focused on aligning new centres with Vijaya's systems, processes and service protocols

and also co-branded all the centres to Vijaya PH Diagnostic Centre. We also inaugurated our 1st advanced hub centre post integration in Ambegaon, Pune. In Eastern India, our expansion into Kolkata remained steady and measured. Our Kolkata VIP Road center reached break-even within just three quarters - a strong validation of the market's positive response. This early success has reinforced our confidence in the region's long-term potential, and we are now moving forward with the next phase of expansion in the city.

We've also upgraded our spoke centre in Gurgaon, transforming it into a fully equipped hub with the addition of MRI and CT machines.

By the end of FY25, our network has grown to 151 centres across 25 cities. Each new addition was part of a strategy to balance growth with clinical rigour and operational consistency. We remained disciplined in our expansion approach, ensuring that scale was matched with service reliability and infrastructure readiness. We also received stock exchange approval to move forward with the merger of Medinova Diagnostic Services, a step that will further strengthen our backend capacity and network efficiency.

On the technology front, we made decisive strides. Our AI-enabled radiology platform improved report turnaround times and improved customer convenience through generation and sharing of digitized images of the scans. Its integration with other core applications has streamlined internal workflows, helped improve productivity & professional satisfaction of radiologists and has enhanced the experience for patients. In parallel, we upgraded our digital interfaces and centralised support infrastructure to ensure smoother interactions across touchpoints.

## Financial Performance in Context

Our operational progress during the year translated into a strong financial performance. In FY25, consolidated revenue from operations stood at ₹6,814.4 Million, an increase of 24.4% over ₹5,478.1 Million in FY24. This growth was driven by a combination of organic and inorganic factors, higher test volumes across both radiology and pathology segments, better centre throughput and stronger patient engagement.

During the year, test volumes rose to 14.8 Million and patient footfalls reached 4.19 Million. These numbers speak to the consistency with which we scaled our services while maintaining the quality our stakeholders expect. Our B2C segment remained dominant, contributing 93% of overall revenues and reinforcing the trust our brand enjoys among individual consumers.

EBITDA grew to ₹2,732.2 Million, a 23.7% increase over the previous year. The EBITDA margin stood at 40.1%, remaining broadly stable despite inflationary trends and one-off integration expenses related to PH Diagnostics. Profit after tax increased to ₹1,431.3 Million, a 20% rise supported by strong operating leverage even as depreciation increased due to expansion-linked investments.

Beyond these headline metrics, our financial results highlight the effectiveness of our model. We achieved better throughput, maintained discipline on overheads and ensured high utilization of infrastructure across both new and existing centres. The results across regions reflect volume growth and also consistency in execution, enabled by stronger governance and improved systems.

## Driving the Next Phase of Growth

As we look ahead, our approach to network growth will remain deliberate and calibrated. We see strong potential in several of our newer markets, and our immediate focus will be on deepening presence in these geographies through well-planned rollouts that combine reach with efficiency. We plan to enter the high-potential Bengaluru market in FY26 with the launch of two hub centers. Bengaluru shares key characteristics with the Hyderabad market - such as a strong hospital network and a relatively low presence of scaled, integrated diagnostic players - making it an attractive opportunity for expansion. The hub-and-spoke model will continue to anchor this growth across existing and new geographies, enabling us to bring high-quality diagnostics closer to patients while maintaining cost and service discipline.

Technology will be a key lever in enhancing delivery and experience. Whether through AI-powered platforms, digitised workflows or integrated patient touchpoints, we are investing in systems that drive consistency, reduce complexity and improve responsiveness across the board. The future of diagnostics lies in combining medical precision with digital agility, and we are positioning ourselves to lead on both fronts.

We are equally focused on strengthening our people and processes to support the next phase of growth. Leadership development, knowledge transfer and institutional learning will be critical as we scale. Our aim is to build an organisation that is equipped to grow, and do so with consistency, empathy and accountability.

## Closing Thoughts

FY25 was a year of disciplined progress. It reaffirmed the strength of our integrated business model, the quality of our execution and the resilience of our organization. As we move into FY26, we are focused on sustaining this momentum through sharper execution and deeper engagement. We plan to add 10 hub centres in FY26 across Core Geography, Pune, Bengaluru and West Bengal. Our key areas of focus going forward would be building strong brand equities in new geographies, investment in technology and strengthening our talent pool across critical departments.

To all our patients, customers, doctors, employees, partners and shareholders, I offer my sincere gratitude. Your trust remains our greatest strength. It motivates us to continually raise our standards and reaffirm our commitment to accessible, high-quality diagnostics.

Regards,

**Suprita Reddy**  
Managing Director and CEO

# Strategic Minds Behind Our Success

As a responsible corporate entity, we remain committed to enhancing our governance framework to foster transparency and accountability. Our efforts are aimed at enhancing the principles of ethics and integrity throughout the organisation, thus ensuring sustained excellence in all aspects of our operations.



**Dr. S. Surendranath Reddy**  
Founder and Executive Chairman

Dr. S. Surendranath Reddy is the visionary Founder and Executive Chairman of Vijaya Diagnostic Centre Limited. With over 40 years of experience, he has been instrumental in establishing Vijaya as South India's largest integrated diagnostic chain. Dr. Reddy holds a Bachelor's degree in Medicine from Shri Venkatesvara University and a Doctor of Medicine in Radiology from Osmania Medical College, Hyderabad. He is a lifetime member of the Indian Radiological and Imaging Association and has received numerous accolades, including an award from Abbott for leadership in in-vitro diagnostics and the "Healthcare Entrepreneur of the Year" award in 2019 from Six Sigma Star Healthcare, New Delhi.



**Suprita Reddy**  
Managing Director and Chief Executive Officer

Ms. Sura Suprita Reddy is the Managing Director and Chief Executive Officer of Vijaya Diagnostic Centre Limited. She has been associated with the Company since 2003. With over 22 years of experience, she has been heading the overall strategy, clinical excellence, operations, and expansion of the Company in its home markets and beyond. With return metrics and best in class profitability, Ms. Reddy has been driving its growth giving the centre the lead in the market. Ms. Reddy is known for her entrepreneurial skills and conscientiousness. She took a keen interest in the business at a very early age. After studying commerce from Osmania University, she was able to use her skills to help the Company grow. Her business acumen and deep understanding of the business has helped the Company remain competitive and offer the latest technology in diagnostics at an affordable price. She also believes in helping the needy and spares adequate time in her busy schedule for the welfare of the society. Her contribution towards education and healthcare in rural areas were remarkable. She was awarded the Women Leadership Award in Healthcare by ABP.



**Sunil Chandra Kondapally**  
Executive Director

Sunil Chandra Kondapally has been an integral part of Vijaya Diagnostic Centre since 2002 and currently serves as the Executive Director. He holds a Bachelor's degree in Electrical Engineering from Florida State University and brings over 18 years of experience in the healthcare sector. Sunil has played a pivotal role in the Company's operations, quality accreditation, finance, marketing, and network expansion. He is also the founder of Trikona Pharmaceuticals Private Limited and QPS Bioserve India Private Limited, focusing on innovative pharmaceutical products.



**S. Geeta Reddy**  
Non-Executive Director

S. Geeta Reddy serves as a Non-Executive Director at Vijaya Diagnostic Centre. She holds a Bachelor's degree in Law from Osmania University and has been enrolled as an advocate with the Andhra Pradesh High Court since 1986. Her extensive legal expertise and experience have been invaluable to the Company's governance and compliance framework.

## Leadership Team

**Sivaramaraju Vegesna**  
Vice President - Operations

**Hansraj Singh Rajput**  
Company Secretary & Compliance Officer

**Vishal Gurram**  
General Manager - Strategy

**Praveen Velmury**  
Vice President - Sales & Marketing

**Dhiren Gala**  
Assistant General Manager - Strategy & Investor Relations

**Sai Srinivas Lanka**  
Chief Technology Officer

**S. Ramachandra Reddy**  
Interim Chief Financial Officer

## Non-Executive, Independent Directors



**Satyanarayana Murthy Chavali**

Satyanarayana Murthy Chavali serves as a Non-Executive, Independent Director at Vijaya Diagnostic Centre. He holds a Bachelor's degree in Technology from the Indian Institute of Technology, Madras, and an MBA from the Indian Institute of Management, Bangalore. Mr. Chavali has previously served as the CEO of Aurigene Discovery Technologies Limited and has held significant positions at Dr. Reddy's Laboratories Limited.



**Dr. D. Nageshwar Reddy**

Dr. D. Nageshwar Reddy is a distinguished Non-Executive, Independent Director at Vijaya Diagnostic Centre. He holds a degree in General Medicine from the University of Madras and a D.M. in Gastroenterology from the Postgraduate Institute of Medical Education and Research, Chandigarh. Dr. Reddy is the Chairman of the Asian Institute of Gastroenterology, Hyderabad, and has been honoured with the Padma Shri, Padma Bhushan and Padma Vibhushan awards by the Government of India for his contributions to the field of gastroenterology.



**Shekhar Prasad Singh**

Shekhar Prasad Singh is a Non-Executive, Independent Director at Vijaya Diagnostic Centre. He is a retired IAS officer from the 1983 batch and has previously served as the Chief Secretary to the Government of Telangana. His extensive experience in public administration and governance brings valuable insights to the Company's strategic direction.



**Dr. Manjula Anagani**

Dr. Manjula Anagani is a Non-Executive, Independent Director at Vijaya Diagnostic Centre. She holds an M.D. in Obstetrics and Gynaecology from N.T.R. University of Health Sciences, Andhra Pradesh. Dr. Anagani is the Clinical Director and Head of the Department of the Centre of Women and Childcare at Care Hospitals. She has been honoured with the Padma Shri award by the Government of India for her contributions to the medical field.

## Board Committee

- A** Audit Committee
- N** Nomination and Remuneration Committee
- S** Stakeholder Relationship Committee
- C** Corporate Social Responsibility Committee
- R** Risk Management Committee

- Chairperson**
- Member**

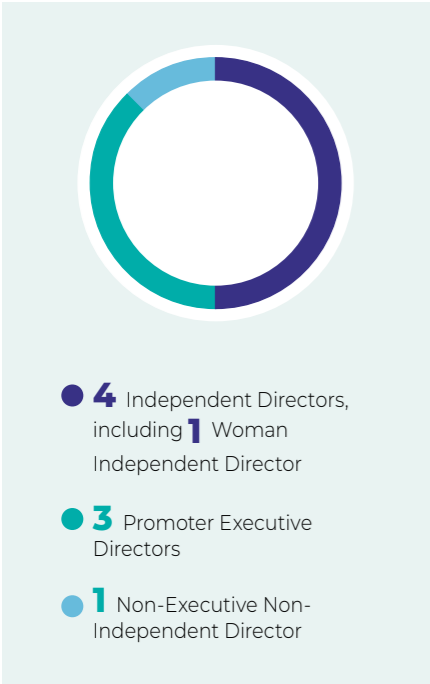
# Building Confidence Through Responsible Oversight

At Vijaya, we are committed to maintaining a transparent, accountable, and ethical governance environment that strengthens stakeholder trust and ensures organisational resilience. Our governance practices are guided by the principles of independence, oversight, and integrity, and are reinforced through robust Board engagement, skilled leadership, and structured decision-making.

## Governance Structure

### Board of Directors

Our Board of Directors comprises a diverse group of experienced professionals, ensuring a balanced mix of executive and non-executive directors. As of March 31, 2025, the Board consisted of 8 directors:



### Committee Structure

To ensure focused attention on specific areas of governance, the Board has constituted several committees, each chaired by an Independent Director and meeting regularly to oversee its designated areas of responsibility:

#### Audit Committee

Oversees financial reporting, internal controls, and audit functions. The committee met 6 times during FY25.

#### Nomination and Remuneration Committee

Focuses on Board composition, executive remuneration, and succession planning.

#### Stakeholders Relationship Committee

Addresses shareholder grievances and ensures effective communication with stakeholders.

#### Risk Management Committee

Identifies, assesses, and mitigates various risks faced by the Company. The committee met 2 times during FY25.

#### Corporate Social Responsibility (CSR) Committee

Oversees the Company's social initiatives and CSR activities.

## Skills Matrix

The Board has identified key skills and expertise required for effective governance, including:

- Corporate Governance and Systems Control
- Business Capability and Integrity
- Healthcare Industry Experience
- Senior-Level Responsibility Handling
- Finance and Risk Management
- Business Development
- Legal and Regulatory Understanding

## Director Independence and Evaluation

The Company has received declarations from all Independent Directors confirming their independence as per Section 149(6) of the Companies Act and Regulation 16(1)(b) of the SEBI Listing Regulations. A separate meeting of Independent Directors was held on February 12, 2025, to assess the performance of non-independent directors, the Board as a whole, and the Chairman.

## Governance Metrics

8+ Years  
Duration of Relationship with Current Auditor

10 Years  
Average Tenure of Directors on Board

61 Years  
Average Age of Directors on Board

88%  
Average Board Meeting Attendance Rate

₹62.30 Million  
Total Board Remuneration in FY25

₹400.03 Million  
Value of Related Party Transactions During the Year

Corporate Social Responsibility

# Creating Impact Through Structured Social Responsibility

During FY25, Vijaya Diagnostic Centre Limited continued to demonstrate its commitment to inclusive development through targeted Corporate Social Responsibility (CSR) initiatives. Our CSR efforts are aligned with national priorities in healthcare, skill development, and sports promotion, and are designed to generate measurable impact in the communities we serve.

A CSR Initiative by

**VIJAYA DIAGNOSTIC CENTRE**

Fight Against **Cervical Cancer**

**VACCINATION DRIVE**

Human Papillomavirus (HPV)

July 30, 2024

EARLY DETECTION SAVES LIVES!!!

in Association with **FPA India**

**75**  
Adolescent girls vaccinated against HPV

Promoting Preventive Healthcare

We supported the HPV vaccination programme in partnership with the Family Planning Association of India. This initiative focused on protecting adolescent girls against cervical cancer through early immunisation.

**₹1.98 Lakh**  
Spent towards preventive healthcare



Advancing Sports Excellence

Vijaya partnered with the Foundation for Promotion of Sports and Games and the Table Tennis Foundation to support athletes at both national and international levels. Assistance included training, coaching, stipends, equipment, and performance monitoring. These initiatives aimed to empower sportspersons representing India in recognised and Paralympic disciplines.

In addition, we contributed to Olympic Gold Quest (OGQ), which played a key role in India's performance at the Paris 2024 Olympics.

**₹6.12 Lakh**  
Invested in athlete development and support systems



Strengthening Youth Employability

We made a significant contribution to the National Apprenticeship Promotion Scheme to build employment readiness among India's youth. This included funding training programmes that equipped apprentices with job-ready skills across disciplines.

**₹2.68 crore**  
Allocated to skill development under NAPS



# Accolades That Validate Our Pursuit of Quality and Care

## Awards won in FY25



Icon in Integrated Diagnostic Services by Times Health Excellence 2024 - Telangana & Andhra Pradesh



Best Healthcare Brand 2025 – ET Now



Fastest Growing Leaders 2023- 24 awarded at Asian business & Social Forum 2024, Dubai



Fastest Growing Brands 2023- 24 awarded at Asian business & Social Forum 2024, Dubai



Most Preferred Workplace for Women 2024 – 25 recognized by Marksmen Daily

Most Trusted Brand of India 2024-25 awarded by Marksmen Daily – 4<sup>th</sup> edition



## Other Distinguished Honors

Best Healthcare Brands' 2024 recognized by ET Edge



Best Brand awarded at ET Edge Awards 2023



Best Healthcare Brands' awarded by Economic Times - 2023



Most Trusted Brand of India awarded by Marksmen Daily – 3<sup>rd</sup> edition



Excellence In Comprehensive Diagnostic Care awarded by ABP Ananda Swasthya Samman



One of the Most Preferred Workplace 2022 awarded by team Marksmen



Best Healthcare Brands' awarded by Economic Times - 2022



Best Healthcare Brands' awarded by Economic Times - 2021



Company of the Year 2021 - Healthcare presented by TV9 Network and SAP



Leading Diagnostic Chain of the Year 2021 presented by Diagnostic Leadership Summit



# Management Discussion and Analysis

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## Management Discussion and Analysis

### Global Economy

In 2024, the global economy demonstrated continued resilience, recording a year-over-year (YoY) growth of 3.3%. This marks a stable performance in the face of ongoing monetary tightening, trade policy uncertainty, and region-specific challenges. The global output based on market exchange rates was slightly lower, at 2.8%, reflecting the divergence between fast-growing emerging markets and slower expansion in advanced economies.

Advanced economies grew by 1.8%, with notable regional variations. The United States expanded at a robust 2.8%, benefiting from strong consumption and a solid labour market. In contrast, the Euro Area posted a modest 0.9% growth, weighed down by weak manufacturing, especially in Germany (-0.2%). These economies continue to navigate a path of gradual recovery, although elevated uncertainty and restrictive monetary policies weigh on investment. Emerging markets and developing economies (EMDEs) recorded a solid 4.3% growth in 2023-24 led by India (6.5%) and China (5%), continuing to be the primary engine of global expansion.

On the inflation front, the global prices rose by 5.7%. This reflects continued disinflation trends in advanced economies due to tighter monetary policy and stabilising commodity prices, while inflation remains elevated in some EMDEs.



Despite ongoing challenges including rising protectionism, inflationary pressures, and geopolitical tensions — global economic growth is projected to average ~3.0% in 2025 and 2026. While regional performance varies, steady recovery in advanced economies and targeted structural reforms in emerging markets and developing economies (EMDEs) offer a measure of optimism for medium-term growth.



### Indian Economy

The growth of the Indian economy was slightly lower in FY25 due to slower growth in private investments and public capital expenditure driven by delayed governmental targets.

The Economic Survey 2024-25 said that despite global headwinds, India remains the fastest-growing major economy, with FY26 growth seen between 6.3% and 6.8%, supported by rural demand, services, and manufacturing.

One of the key drivers of India's economic growth has been the fastest growing services sector. The services sector, which accounts for over 50% of India's GDP, has grown at 7.2% fueled by increased activity in IT, financial services, real-estate and professional services.

Retail Inflation followed a steady downward path in FY25 driven by sharp decline in food prices and crude prices. This consistent moderation highlights the combined impact of the Reserve Bank of India's calibrated monetary policy and the Government of India's focused interventions to ease supply-side constraints and stabilise prices of essential commodities. In order to further fuel growth, The RBI announced a significant policy shift from "accommodative" to "neutral" in June 2025 by reducing repo rate by 50 basis points to 5.5% and 100 basis points cut in CRR.

According to the World Bank, India's GDP growth for FY26 is projected at ~6.3%, driven by robust private consumption supported by tax cuts and improved execution of public investment plans, despite subdued global growth and a weaker export outlook.

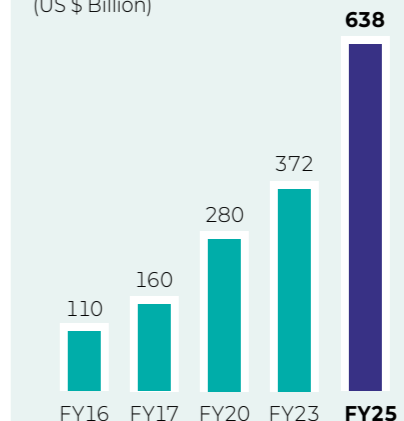
The IMF's World Economic Outlook report projects India's GDP growth to remain relatively more stable at 6.2% in 2025, maintaining a solid lead over global and regional peers, supported by private consumption, particularly in rural areas despite higher levels of trade tensions and global uncertainty. It also stated that the country is well-positioned to navigate the challenges ahead due to strong fundamentals and strategic government initiatives.

## Industry Overview

### Indian Healthcare Sector

India's healthcare sector stands at a pivotal point of transformation, driven by demographic shifts, progressive policy reforms, rapid digital innovation, and increased private investment. The outlook remains robust across hospitals, pharmaceuticals, healthtech, and the wellness ecosystem. According to the India Brand Equity Foundation (IBEF) report of Feb 2025, the total industry size which was estimated at US\$ 372 billion in 2023, is expected to reach USD\$ 638 billion in 2025 reflecting the sector's substantial scale, growth and potential. The healthcare market in India has experienced robust growth, with a Compound Annual Growth Rate (CAGR) of 21.6% between 2016 and 2025.

### Healthcare Sector Growth Trend (US \$ Billion)



Driven by demographic shifts and infrastructure gains, India's healthcare sector is on a strong upward path. With life expectancy projected to reach 84 years by 2045 and a median age rising to 38.3 by 2050, demand for senior-focused healthcare is set to surge. Simultaneously, capacity has expanded - medical colleges have grown 1.8x over past 8 years reaching 758 in FY24, and hospital bed capacity is expected to increase by 12x by 2045.



Amid growing health concerns — from diabetes and obesity to air and water pollution — India is witnessing a strong shift toward wellness and preventive healthcare. Consumers are increasingly prioritizing fitness and OTC products, with wellness spending projected to increase 2–3x compared to peers in the U.S. and Canada, thanks to rising urbanization, incomes, and health awareness. Medical tourism currently accounts for 10–12% of India's overall healthcare revenue and is poised for accelerated growth. Valued at \$7.69 billion in 2024, the sector is projected to nearly double, reaching \$14.31 billion by 2029. The Indian government allocated ₹99,859 crore for healthcare in FY 2025–26, marking an 11% increase from the previous year. The budget laid strong foundation for robust healthcare ecosystem with a strong push toward expanding access, affordability, and technological integration in public healthcare.

Hospital Market and Infrastructure Development

Hospitals, which comprise approximately 80% of the total healthcare market, are poised for significant expansion. The segment is projected to grow at a CAGR of 8.0% from 2024 to 2032, reaching an estimated US\$ 194 billion by 2032, according to Way2Wealth Brokers. This growth is driven by factors including increased healthcare spending, urbanisation, rising lifestyle diseases, heightened post-pandemic awareness, and a substantial demand-supply gap in bed capacity.

India currently has a bed-to-population ratio of 1.3 per 1,000, well below the global benchmark of 3 per 1,000, indicating a shortfall of 1.7 beds per 1,000 population. To meet this gap, an additional 2.4 Million beds are required nationwide.

The private sector is playing a critical role in bridging this deficit. By FY29, it is expected to add 34,000 new hospital beds through investments totalling approximately ₹ 40,000 crore. Notably, corporate hospital chains are expanding beyond metropolitan

cities into tier-2 and tier-3 markets, leveraging improved healthcare awareness, increasing affordability, and profitable models of care in these emerging regions.

Digital Transformation and Technological Advancements

The Indian healthcare sector is undergoing a transformative digital shift, driven by advancements in artificial intelligence (AI), telemedicine, and mobile health technologies.

According to a report by the Economic Times CIO (February 2024), the AI in Indian healthcare market is projected to reach US\$ 1.6 billion by 2025, growing at a CAGR of 40.6%. AI technologies are increasingly being adopted for early detection of critical diseases such as breast cancer, glaucoma, diabetic retinopathy, and in interpreting medical imaging like CT scans and X-rays, as well as powering clinical decision-support systems. Platforms such as eSanjeevani have seen exponential growth, providing remote consultations and bridging healthcare access gaps, particularly in rural and underserved regions. Meanwhile, the rise of mobile health applications and wearable devices empowering patients to proactively manage their health, track vital signs, and receive real-time, personalized insights.

Healthcare Workforce and Employment Opportunities

As the healthcare continues to embrace digital solutions, the demand for technology-driven healthcare roles has increased significantly. The demand for professionals in emerging fields such as AI/ML, data analysts, UX / UI designers has gone up significantly. According to TeamLease Digital, the broad adoption of AI in Indian healthcare is predicted to generate millions of new jobs while replacing nearly 23% of current roles by 2028. The healthcare workforce is expected to grow from 7.5 Million to 9 Million by 2027, with 1-2% being technology experts. Advancements in telemedicine, virtual assistants, and data analytics are anticipated to create 2.7-3.5 Million new technology jobs, increasing demand for professionals like data scientists and AI specialists. Also, companies are putting efforts to upskilling programs and leveraging technology to streamline recruitment and expand workforce capacity.

Government Initiatives and Policy Support

The Government of India has continued to drive significant reforms and investments in the healthcare sector in FY25, reinforcing its commitment to universal healthcare access and infrastructure development. A key highlight is the simplification of medical visa norms for international patients, aimed at improving the ease and speed of access to life-saving treatments. This initiative is expected to bolster India's

position as a leading global healthcare destination, with the medical tourism sector projected to grow at a robust 14–15% annually. Importantly, the benefits of this growth are now extending beyond metropolitan hubs, as tier-2 and tier-3 cities witness the emergence of new hospitals and specialist services. Government's proactive support for private sector participation, underpinned by regulatory reforms and a ₹1.5 lakh crore infrastructure push, is set to unlock new avenues for innovation and investment in healthcare. The Ayushman Bharat Digital Mission (ABDM) has made significant strides, with 78 crore Ayushman Bharat Health Accounts (ABHAs) created and over 55 crore health records linked. This initiative is laying the foundation for a comprehensive digital health ecosystem, enabling seamless and secure access to medical histories across providers and platforms. The Pradhan Mantri Jan Arogya Yojana (AB PM-JAY) continues to be a cornerstone of inclusive healthcare access, with over 55 crore beneficiaries covered and 40 crore Ayushman Cards issued as of FY25. These developments highlight the government's multi-pronged approach to expanding insurance coverage and ensuring equitable healthcare access for economically weaker sections.

Opportunities and Future Outlook

India's healthcare sector is poised for significant growth, driven by government initiatives for universal health coverage, rising incomes, and increasing health awareness. Technological advancements, particularly in AI, digital health, and health informatics, are enhancing efficiency and expanding access to quality care. The industry is seeing greater consolidation and deeper market penetration strategies. With an aging population and growing emphasis on preventive care, healthcare spending in India is expected to rise steadily.

Overview of the Indian Diagnostics Market

The Indian diagnostics market has experienced significant growth over the past few years, driven by increasing healthcare awareness, prevalence of chronic diseases, rising income levels, and advancements in diagnostic technologies.

The sector is highly competitive and fragmented, with organised players holding only around 15% of the market share. Majority of the market is dominated by unorganised players, which presents both challenges and opportunities for growth and market consolidation (Philip Capital Report).

Market Size and Growth Projections

The Indian diagnostics market is projected to grow at a Compound Annual Growth Rate (CAGR) of 14%, reaching USD 25 billion by FY28 (Praxis Report). This growth is supported by several factors, including the increasing healthcare spending, ageing population, rising awareness of preventive testing, better healthcare infra and increasing penetration of health insurance.

Key Trends Shaping the Industry

- Digital Transformation and Technological Advancements:** The diagnostics industry in India is undergoing a digital revolution, with significant investments in artificial intelligence (AI) and machine learning (ML) technologies. The AI in Healthcare Market is projected to grow from USD 19.3 billion in 2023 to USD 613.8 billion by 2034. Telemedicine and Point-Of-Care testing services are also gaining traction, driven by the demand for convenience and rapid results. Advancements in wearable devices have also led to continuous, real-time health tracking with the help of biosensors
- Non-Invasive Diagnostics:** Several Non-Invasive diagnostic devises are being developed to provide comfort to the patients. For example, non-invasive AI based diagnostic tool has been developed to conduct blood test without the need for needles, vials
- Rise of Genomics and Genetic Testing:** Diagnostic companies are increasing their capabilities to meet the demand for advanced genome testing supported by technological advancements, government initiatives and increasing awareness for early detection
- Evolving Patient Behaviour:** Diagnostic companies are increasingly focusing on providing improved customer experience with the help of digital tools as the preference is slowly shifting to branded service providers. Companies are investing in robust IT systems to streamline operations and improve efficiency
- Personalised Test Packages:** Amid escalating healthcare costs and the surge in lifestyle-related conditions, the focus is rapidly shifting from treatment to prevention. Companies are increasingly including family members in wellness programs, fostering a more holistic approach to employee well-being. Diagnostic companies are increasingly offering customized packages for targeted testing and timely interventions. Wellness and bundled packages have gained significant traction in recent years, driving test volume growth by increasing the number of tests per patient

Opportunities in the Diagnostics Market

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Rising Demand for Diagnostic Services in Tier 2, 3 and smaller towns

The demand for diagnostic services in Tier 2, 3 and smaller towns is rising rapidly thanks to government programs like Ayushman Bharat and greater health consciousness pushing the organised players to focus on penetrating deeper into these markets either through organically or through acquisition of regional diagnostic providers



AI-Powered Medical Imaging

AI is revolutionizing healthcare by providing doctors with more accurate diagnostic insights, boosting productivity, and improving the overall quality of patient care. Many diagnostic companies are leveraging AI to streamline workflows and support more informed clinical decisions



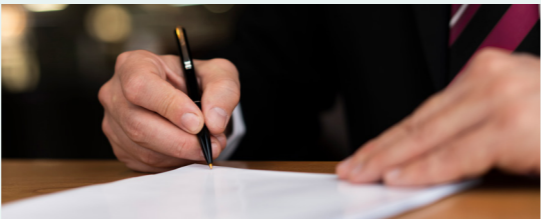
Remote Diagnostics

Teleradiology, by deploying innovative approach, leverages advanced communication technologies and digital tools in providing access to high-quality care in remote locations. By integrating remote diagnostics into healthcare systems, diagnostic companies can enhance patient access to specialised care, reduce wait times, and improve overall health outcomes



Government Initiatives and Policy Support

With an allocation of approximately ₹1 lakh crore towards healthcare under Union Budget 2025 for FY26, the government is focused on expanding access, infrastructure, and research capabilities. Efforts are underway to strengthen the Ayushman Bharat initiative, ensuring that specialized care reaches rural and remote populations. Additionally, measures such as easing visa norms are being introduced to promote medical tourism. The expansion of telemedicine infrastructure — particularly through improved broadband connectivity in Primary Health Centres (PHCs) — will significantly enhance AI-driven diagnostics



Future Outlook

Driven by government support, technological innovation, growing awareness of preventive care, broader health insurance coverage, and rising private sector involvement, India's diagnostic sector is well-equipped to meet the diverse healthcare needs of its vast population. The landscape is undergoing rapid transformation, powered by digital advancements. AI-driven and remote diagnostic technologies are unlocking new possibilities, significantly enhancing healthcare outcomes.

Company Overview

Vijaya Diagnostic Centre is India's largest B2C-focused integrated diagnostic chain, providing a comprehensive range of radiology and pathology tests with a focus on delivering high-quality services at affordable prices. It in-houses best-in-class equipment, along with 300+ specialized and super-specialized radiologists and pathologists to ensure high-quality reporting with quick turnaround times across tests, enabling clinicians in providing efficient and accurate treatment. Vijaya Diagnostic's services are presently available in 160+ centres across Andhra Pradesh, Telangana, Karnataka, Maharashtra, West Bengal, and the NCR.

Our mission is to make diagnostic services accessible and affordable while maintaining the highest standards of quality. We continually invest in state-of-the-art technology and infrastructure to ensure that our patients receive the best possible care. Our commitment to excellence is reflected in our accreditations and certifications, including NABL and NABH.

Financial Performance in FY25

FY25 has been a milestone year for Vijaya Diagnostic Centre. We reported a robust revenue growth of 24.4%, amounting to ₹6,814 Million, driven by both organic and inorganic factors, including the successful & seamless integration of PH Diagnostics. Our EBITDA for the year stood at ₹2,732 Million, reflecting a year-on-year growth of 23.7%. The EBITDA margin was healthy at 40.1%, demonstrating our ability to maintain profitability while expanding our operations. Our Profit After Tax (PAT) grew by 20.2%, reaching ₹1,438 Million. On the operational front, our total tests performed increased by 24.4% year-on-year, reaching 11.9 Million tests in FY24. Our total footfall also saw a substantial increase of 18.0%, with 4.2 Million patient visits during the year. These metrics highlight our growing impact and the trust we continue to build across communities.

We have consistently maintained industry-leading margins, supported by our integrated business model and a strong focus on the B2C segment. Our radiology business, which now constitutes 37% of our total revenue, has been a significant contributor to our growth. The revenue per test stood at ₹461, and the revenue per footfall was ₹1,627, reflecting our ability to deliver high-value services to our customers.

Key Financial Ratios

| Particulars                        | FY 2024-25 | FY 2023-24 | Reason  |
|------------------------------------|------------|------------|---|
| Debtors Turnover (In times)        | 3.02       | 2.58       |   |
| Inventory Turnover (In times)      | 16.76      | 18.10      |   |
| Interest Coverage Ratio (In times) | Nil        | Nil        |   |
| Current Ratio (In times)           | 1.89       | 2.90       | During the current period, decrease in current ratio can be attributed to increase in capital creditors for deferred payments to be made for medical equipment installed in new centres |
| Debt Equity Ratio (In times)       | Nil        | Nil        |   |
| Operating Profit Margin (in %)     | 40         | 40         |   |
| Net Profit Margin (in %)           | 21         | 22         |   |
| Return on Net Worth (in %)         | 18.51      | 18.08      |   |

Strategic Position to Capitalise on Opportunities

With a robust network of diagnostic centres and reference labs, investment in best-in-class equipment & doctor network and a strong emphasis on quality and innovation, Vijaya Diagnostic Centre is strategically poised to capitalise on the vast opportunities in India’s evolving diagnostics landscape.

**Geographical Expansion and Inorganic Growth:** We have been focusing on expanding our geographical footprint through both organic and inorganic growth strategies. Having already entered Western India market in the previous fiscal with the acquisition of PH Diagnostic Centre Private Limited, Pune's largest B2C-focused integrated diagnostic chain, we have operationalised our 1<sup>st</sup> state-of-the-art-centre in Ambegaon, Pune under the brand name Vijaya-PH.

We have also received stock exchange approval and shareholder & creditor’s approval for the merger of Medinova Diagnostic Services Limited. This merger aims to consolidate our market position and create synergies that will benefit both entities.

**Digital Transformation and Technological Advancements:** The diagnostics industry in India is undergoing a digital revolution, and Vijaya Diagnostic Centre is at the forefront of this transformation. We have invested significantly in artificial intelligence (AI) and machine learning (ML) technologies to enhance diagnostic accuracy and operational efficiency. Our advanced Laboratory Information Management System (LIMS) and Radiology Information Systems (RIS) ensure that we maintain high standards of accuracy and efficiency in our diagnostic services.

Outlook

Looking ahead, the outlook for Vijaya Diagnostic Centre remains positive. As we plan to diversify our operations outside of core geography, we plan to add 11 new hub centres in FY26, largely in Pune, West Bengal and Bengaluru.

We plan to enter Bengaluru market in FY26 organically, with the launch of 2 hub centres. Given the strong potential of the market, we are actively looking at a few more strategic locations for our hub expansion to strengthen our presence in the region.

With the recent launch of 2 large, state-of-the-art hub centres and 2 spokes in Pune, combined with our investment in cutting-edge technology, we are confident this will significantly enhance visibility of the Vijaya-PH brand in the Pune market. We are now well-positioned to establish a distinct identity and gain strong traction in the region going forward.

Our expansion strategy is backed by a strong financial position, with plans to fund these initiatives through internal accruals and existing cash reserves.

We are confident that our strategic initiatives, combined with our commitment to operational excellence, will enable us to deliver lasting value to our stakeholders. Our focus on quality, accuracy and patient-centric care will continue to drive our growth and success. With focused expansion strategy, investment in digital initiatives and human resources, we are confident in our ability to replicate the success of building a dense network beyond our core geographies, positioning us to capitalize on the growing demand in the diagnostic sector.

Risks & Mitigation

At Vijaya Diagnostic Centre Limited, we recognise that effective risk management is critical to sustaining our growth and achieving our strategic objectives. Our comprehensive risk management framework is designed to identify, assess, and mitigate potential risks that could impact our operations, financial performance, and reputation. This section outlines our approach to risk management and the specific strategies we employ to address various risks.

Company Philosophy on Risk Management

Our risk management philosophy is rooted in proactive identification, assessment, and mitigation of risks to ensure business continuity and sustainable growth. We are committed to maintaining a robust risk management framework that integrates risk management practices into our strategic planning and operational processes. Our Board of Directors and senior management team play a pivotal role in overseeing risk management activities, ensuring that risks are effectively managed and mitigated.

Risk

Pricing Risk

Description

Government-imposed price ceilings on services may impact revenue and profitability.

Mitigation Strategy

Focus on providing high-quality diagnostic services using advanced technology to become the first choice for patients.

Penetration Risk

Description

Regulatory challenges and local competition make it difficult to enter new geographies.

Mitigation Strategy

Expand into underserved areas through a well-integrated hub-and-spoke model, particularly in Eastern India.

Technological Risk

Description

Rapid technological advancements may reduce demand for existing services.

Mitigation Strategy

Offer more accurate and economical tests, leverage thorough analysis to help patients and doctors understand criteria in detail.

Regulatory Risk

Description

Changes in government policies and regulations could impact operations.

Mitigation Strategy

Regularly monitor government policies and take necessary actions to stay compliant with regulatory changes.

Competition Risk

Description

Intense competition from new and existing players in the healthcare sector.

Mitigation Strategy

Build a strong brand recall and provide advanced radiological and pathological services to gain a competitive edge.



Risk (Contd.)

| Human Resource Risk   |  |
|---|--|
| <b>Description</b><br>Need for continuous skill updates due to technological advancements.            | <b>Mitigation Strategy</b><br>Provide regular training and development programmes, offer ESOPs to retain and motivate employees.                   |
| Cybersecurity Risk  |  |
| <b>Description</b><br>Potential cyber threats and data breaches could compromise patient information. | <b>Mitigation Strategy</b><br>Implement robust cybersecurity measures, conduct regular audits, and provide training on data security practices.    |
| Operational Risk  |  |
| <b>Description</b><br>Disruptions in operations due to equipment failure or other unforeseen events.  | <b>Mitigation Strategy</b><br>Maintain comprehensive maintenance contracts, conduct regular equipment checks, and have contingency plans in place. |
| Supply Chain Risk   |  |
| <b>Description</b><br>Dependence on third-party suppliers for critical equipment and reagents.        | <b>Mitigation Strategy</b><br>Develop strong relationships with key suppliers, maintain multiple sourcing options, and keep inventory buffers.     |

Human Resources

Personnel at Vijaya Diagnostic Centre are immersed in a dynamic environment equipped with advanced and high-end laboratory and diagnostic facilities, enabling them to work with cutting-edge technology. To attract and retain talent across all the levels, the Company offers Employee Stock Options (ESOPs) as rewards, fostering a high-performance culture and aligning employee interests with long-term organisational goals.

The Company also prioritises employee well-being and satisfaction through a dedicated grievance cell, which addresses employee concerns and ensures fair and transparent communication. Regular training and development programmes, led by top-level experts and consultants, are conducted to enhance the skills and knowledge of our workforce. As AI continues to transform the technological landscape, the Company

is placing greater emphasis on periodic training and development sessions to empower technicians with the skills needed to manage and leverage AI solutions. These initiatives ensure that our employees remain at the forefront of the latest advancements in diagnostic technology and practices.

As of March 31, 2025, the total number of staff at Vijaya Diagnostic Centre stands at over 2,853, reflecting our commitment to building a skilled and motivated workforce capable of delivering exceptional diagnostic services.

Internal Control Systems and Their Adequacy

Vijaya Diagnostic Centre has implemented a robust and comprehensive internal control framework that aligns with the Company's strategic objectives and operational requirements. This system is designed

to safeguard assets, ensure compliance with regulatory standards, and maintain the integrity of financial reporting.

The Company's internal control mechanisms encompass a wide range of policies, procedures, and monitoring processes that are regularly reviewed and updated to address evolving business needs and regulatory requirements. Key features of our internal control system include:

- **Risk Assessment and Management:** A structured approach to identifying, evaluating, and mitigating risks across all business functions.
- **Financial Controls:** Rigorous checks and balances to ensure accuracy in financial reporting and adherence to accounting standards.
- **Operational Efficiency:** Continuous monitoring and improvement of operational processes to enhance productivity and reduce wastage.
- **Compliance Management:** Comprehensive systems to track and ensure compliance with all applicable laws and regulations.
- **Information Technology Controls:** Robust IT systems with appropriate access controls and data security measures.
- **Internal Audit Function:** An independent internal audit team that conducts regular audits across all departments and reports directly to the Audit Committee.

The Audit Committee, comprising independent directors, plays a crucial role in overseeing the effectiveness of these internal control systems. They regularly review audit reports, monitor the implementation of audit recommendations, and provide guidance on strengthening control mechanisms. In FY24, we further enhanced our internal control framework by implementing advanced data analytics tools to improve real-time monitoring capabilities and by conducting specialised training programmes for employees to reinforce the importance of internal controls in their day-to-day activities.

The management believes that the current internal control systems are commensurate with the nature, size, and complexity of our operations. However, we recognise that internal control is an ongoing process, and we remain committed to continuously improving and adapting our systems to meet future challenges and opportunities.

Cautionary Statement

This Management Discussion and Analysis contains statements that describe the Company's objectives, projections, estimates, expectations, or predictions. These 'forward-looking statements' are within the meaning of applicable securities laws and regulations. The Company has undertaken various assessments and analyses to make these statements. However, actual results may differ materially from those expressed or implied due to various factors beyond the Company's control.

These factors include, but are not limited to, changes in government regulations, tax regimes, economic developments within India and other countries, and other incidental factors. Market data and product information contained in this report are based on information gathered from various published and unpublished reports and their accuracy, reliability, and completeness cannot be assured.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. They are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives.

Furthermore, the discussion of our financial condition and results of operations should be read together with our audited, consolidated financial statements and the notes to these statements included in the annual report.

# Corporate Information

CIN: L85195TG2002PLC039075

## DETAILS OF BOARD OF DIRECTORS

**Dr. Sura Surendranath Reddy**

Executive Chairman

**Ms. Sura Suprita Reddy**

Managing Director & Chief Executive Officer

**Mr. Sunil Chandra Kondapally**

Executive Director

**Mrs. Sura Geeta Reddy**

Non-Executive Non-Independent Director

**Mr. Chavali Satyanarayana Murthy**

Non-Executive Independent Director

**Mr. Shekhar Prasad Singh**

Non-Executive Independent Director

**Dr. Duvvur Nageshwar Reddy**

Non-Executive Independent Director

**Dr. Manjula Anagani**

Non-Executive Independent Director

## KEY MANAGERIAL PERSONNEL

**Mr. Hansraj Singh Rajput**

Company Secretary & Compliance Officer

**Mr. S Ramchandra Reddy**

Interim Chief Financial Officer

## STATUTORY AUDITORS

**M/s. B S R and Co.**

Chartered Accountants

## SECRETARIAL AUDITORS

**M/s. Balaramakrishna & Associates**

Practising Company Secretaries

## INTERNAL AUDITORS

**M/s. Laxminiwas & Co.**

Chartered Accountants

## REGISTERED OFFICE ADDRESS

No. 6-3-883/F, Ground Floor, FPA Building,

Near Topaz building, Punjagutta,

Hyderabad-500082, Telangana

Tel. Ph. No. 040-2342 0411/12

Email – [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)

Website – [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com)

## REGISTRAR AND SHARE TRANSFER AGENT

**KFin Technologies Limited**

Selenium Tower B, Plot Nos. 31 & 32,

Financial District Nanakramguda, Serilingampally,

Hyderabad – 500032, Telangana, India.

Toll: 1800-3454-001

Email- [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

Website: [www.kfintech.com](http://www.kfintech.com)

# Notice of 23<sup>rd</sup> Annual General Meeting

Notice is hereby given that the 23<sup>rd</sup> (twenty-third) Annual General Meeting (AGM) of the Members of **Vijaya Diagnostic Centre Limited** ("the Company") will be held on Friday, September 05, 2025 at 11:00 A.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility, to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the Report of Statutory Auditors thereon.
3. To declare final dividend of ₹2 (i.e., 200%) per equity share of face value of ₹1/- each for the financial year ended March 31, 2025.
4. To appoint a director in place of Mr. Sunil Chandra Kondapally (DIN: 01409332), who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

5. **To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2026.**

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration amounting to ₹30,000/- (Rupees Thirty Thousand only) plus applicable taxes & out of pocket expenses, if any, payable to M/s. TSSV Santhosh Kumar, Cost and Management Accountant, (Firm Registration No. 003955) appointed by the Board of Directors as Cost Auditor of the Company for the financial year ending March 31, 2026, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary & Compliance officer of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

6. **To Appoint M/s. Balaramakrishna & Associates, Practicing Companies Secretaries as Secretarial Auditors of the Company for the period of 5 years from FY 2025-26 to FY 2029-30.**

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Audit Committee and Board of Directors, the Members of the Company do hereby appoint M/s Balaramakrishna & Associates, Practicing Company Secretaries having firm registration number S2021TL825900, as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from the financial year 2025-26 to 2029-30, to conduct the Secretarial Audit of the Company for each of the said financial years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to determine and approve the remuneration and other terms and conditions for each year for engagement of M/s Balaramakrishna & Associates and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary & Compliance officer of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Hansraj Singh**  
Company Secretary & Compliance Officer  
Membership No.: F11438

**Date:** July 28, 2025  
**Place:** Hyderabad

# Notes

1. Explanatory Statement(s) setting out the material facts pursuant to Section 102(1) of the Companies Act 2013 (“**Act**”) in respect of special business set forth in the AGM Notice is annexed hereto and forms part of this Notice. The Explanatory Statement also contains the relevant details of the Auditor as required by Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standard – 2 (“**SS-2**”) on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) Further, the term Member(s) or Shareholder(s) are used interchangeably in this Notice.
2. The Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 (collectively referred as “**MCA Circulars**”), has allowed the Companies to conduct the Annual General Meeting (“**AGM**”) through Video Conferencing (**VC**) or Other Audio-Visual Means (**OAVM**) till September 30, 2025. In line with the MCA Circular(s), the Securities and Exchange Board of India (“**SEBI**”) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, in relation to “Relaxation from compliance with certain provisions of the SEBI Listing Regulations” (“**SEBI Circular(s)**”) has relaxed the applicability of regulation 36(1)(b) of the SEBI Listing Regulations, for Annual General Meetings (AGMs) and regulation 44(4) of the SEBI Listing Regulations for general meetings (in electronic mode) till September 30, 2025. In compliance with the Act, MCA Circular(s) and SEBI Circular, the AGM of the members of the Company is being held through VC/OAVM and the deemed venue for the AGM shall be the registered office of the Company.
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The facility of VC/OAVM, casting votes by a member using remote e-Voting system as well as venue e-voting on the date of the AGM is being provided by e-voting service provider, KFin Technologies Limited (“**KFin**”).
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the meeting and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company, maintain by depository will be entitled to vote at the AGM.
8. Pursuant to Section 113 of the Act, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means. Institutional/Corporate Shareholders are required to send a scanned copy of their Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/Authorization shall be sent to Scrutinizer by email at [balaramdesina@gmail.com](mailto:balaramdesina@gmail.com) and to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com) with a copy marked to [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)
9. All documents referred to in the accompanying Notice shall be open for inspection electronically by the members by writing an email to the Company Secretary to [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)
10. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)
11. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants.
12. The final dividend as recommended by the Board, if approved at the ensuing AGM, will be paid to those members whose names appear on the

list of beneficial ownership as furnished by the Depositories on the Record Date i.e. Friday, August 29, 2025. Members are requested to update their bank account details with their respective Depository Participants for receipt of dividend payment by the Company.

13. Pursuant to the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, issued to Registrar and Transfer Agents, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and other related SEBI circulars, it has been mandated that, with effect from April 1, 2024, dividends to security holders holding shares in physical form shall be paid **only through electronic mode**. Such electronic payment shall be made **only after** the eligible shareholders holding physical shares have furnished their **PAN, contact details (including postal address with PIN and mobile number), bank account details, specimen signature**, and other requisite information for their corresponding physical folios with the Company or its Registrar and Transfer Agent (RTA).
14. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source at time of paying dividend to the Members at the prescribed rates on the said Record Date. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by 5 p.m. IST till August 27, 2025. Where any entity/person is entitled for exemption from TDS, TDS will not be deducted/deducted at lower rates provided such shareholder/entity provides valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. issued by the Indian tax authorities) by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by 5 p.m. IST till August 27, 2025. Any documents/communication on the tax determination/deduction received after August 27, 2025, shall not be considered. **Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, the concerned Shareholder may still have the option of claiming refund at the time of filing the income tax return (provided

a valid PAN is registered with the RTA or DP). No claim shall lie against the Company for such taxes deducted. In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder would be responsible to indemnify the Company and provide the Company with all information/documents and co-operation in any appellate proceedings.

15. In line with the aforesaid MCA Circular(s) and SEBI Circular(s), Notice of the AGM along with the Annual Report for the year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website viz. <https://www.vijayadiagnostic.com/investors/annual-reports>, and on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of KFin at <https://evoting.kfintech.com>.
16. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s).
17. Members holding shares in dematerialised mode, who have not registered/updated their PAN, KYC details and nomination are requested to register/update the same with the respective Depository Participants.
18. For Members who have not registered their email address, the Annual Report, Notice of AGM and e-voting instructions cannot be serviced. In such case, member may send an e-mail request at the mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio for sending the Annual report, Notice of AGM and the e-voting instructions along with User id and password, as applicable.
19. In accordance with the applicable MCA and SEBI Circulars, the Notice convening the 23<sup>rd</sup> Annual General Meeting (AGM) along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent (RTA), Depositories or Depository Participants. For Members who have not registered their e-mail addresses, a letter will be dispatched by the Company providing a **web-link**, including the exact **path** where the Notice of the AGM and the Annual Report can be accessed. Members who

wish to receive a **physical copy** of the Notice of the AGM and the Annual Report may request the same by writing to the Company at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in), by mentioning their **Folio Number/DP ID and Client ID**. The Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) along with the Annual Report for the financial year 2024-25 is also available on the website of the Company at <https://www.vijayadiagnostic.com/investors/annual-reports>, and on the websites of the Stock Exchanges where the securities of the Company are listed, namely BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the NSE at [www.nseindia.com](http://www.nseindia.com). Additionally, the Notice and Annual Report are available on the website of KFin at <https://evoting.kfintech.com>.

## 20. IEPF RELATED INFORMATION:

- a) Shareholders/Members are requested to note that dividends remaining unclaimed for a consecutive period of seven years from the date of transfer to the Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.
- b) In view of above Shareholders/Members are requested to claim their dividends from the Company, within the stipulated timeline as prescribed under the Companies act 2013 (**the Act**). In the event of transfer of shares and the unclaimed dividends to IEPF, Members may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
- c) Members intending to claim their unclaimed dividends are requested to correspond with the KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or write to the Company at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)

## 21. PROCEDURE FOR E-VOTING:

- a) Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI Listing Regulations (as amended from time to time), the Company is providing facility to its members holding shares as on Cut-off date i.e., Friday, August 29, 2025 to exercise their right to vote by way of electronic means on all the resolutions as set forth in the accompanying AGM Notice through e-Voting service provider KFin Technologies Limited ("**KFin**").
- b) The remote e-Voting period commences on Tuesday, September 02, 2025, from 9:00 a.m. and ends on Thursday, September 04, 2025, at 5:00 p.m. The e-voting module shall be disabled by KFin for voting thereafter. Once the shareholder casts

the vote on a resolution, the shareholder shall not be allowed to change it subsequently.

- c) Members may cast their vote during the above-referred remote e-voting period. Further, the facility to e-vote at the AGM will be provided to the Members who have not cast their vote during remote e-voting period.
- d) A member may participate in the AGM even after exercising his right to vote through remote e-voting prior to the AGM but shall not be allowed to vote again at the AGM.
- e) Any person holding shares in physical form and Non Individual shareholders, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he/she is already registered for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode".
- g) The Board of Directors has appointed Mr. D. Balaram Krishna, Practising Company Secretary (FCS: 8168, CP No. 22414) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- h) The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated scrutinizer report of the total votes cast in favour and against the resolution(s) has/have been carried or not, to the chairman or any other person authorised by him in writing.
- i) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com) and on the website of KFin <https://evoting.kfintech.com> immediately after the result is declared. The Company shall simultaneously forward the results to NSE and BSE where the securities of the Company are listed.
- j) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., September 05, 2025.

## 22. PROCESS FOR E-VOTING AND JOINING E-AGM:

The detailed process and manner for remote e-Voting and e-AGM are explained herein below:

**STEP 1:** Access to Depositories (NSDL/CDSL) e-Voting system in case of individual shareholders holding shares in demat mode.

**STEP 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**STEP 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

### STEP 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p><b>1. User already registered for IDeAS facility may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting."</li> <li>Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> <li>Click on "Active E-voting Cycles" option under E-voting.</li> <li>You will see Company Name: "Vijaya Diagnostic Centre Limited" on the next screen. Click on the e-Voting link available against Vijaya Diagnostic Centre Ltd. or select e-Voting service provider "KFin" and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.</li> </ol> <p><b>2. User not registered for IDeAS e-Services may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under point 1 above, to cast your vote.</li> </ol> |

## STEP 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode: (Contd.)

| Type of shareholders   | Login Method  |
|--|---|
|  | <p><b>3. Alternatively, the users may directly access the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. <b>KFin</b>.</li> <li>On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> <p><b>4. NSDL Speede app:</b></p> <p>Shareholders/Members may also download NSDL Speede App on Mobile which is available on Google Play Store and Apple App Store.</p>  |
| Individual Shareholders holding securities in demat mode with CDSL | <p><b>1. Existing users who have opted for Easi/Easiest may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. KFinTech e-Voting portal.</li> <li>You will see Company Name: "Vijaya Diagnostic Centre Limited" on the next screen. Click on the e-Voting link available against Vijaya Diagnostic Centre Ltd. or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a></li> <li>Proceed to complete registration using your DP ID/Client ID (BO ID), etc.</li> <li>After successful registration, please follow steps given under point 1 above to cast your vote.</li> </ol> |

## STEP 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode: (Contd.)

| Type of shareholders  | Login Method  |
|---|---|
|   | <b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your Demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Vijaya Diagnostic Centre Ltd. or select e-Voting service provider "KFintech" and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.</li> </ol> |
| <b>Individual Shareholders (holding shares in demat mode) login through their demat accounts/Website of Depository Participant.</b> | <ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against Vijaya Diagnostic Centre Ltd. or e-Voting service provider – KFintech and you will be redirected to e-Voting page of KFintech to cast your vote during the remote e-Voting period without any further authentication.</li> </ol>                           |

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

| Login Type                | Helpdesk details  |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30                 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 - 23058738 or 022 - 23058542-43 |

## STEP 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>

- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800309 4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e. 'Vijaya Diagnostic Centre Ltd. – AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- xi. A confirmation box will be displayed. Click "OK" to confirm or else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed

to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [balaramdesina@gmail.com](mailto:balaramdesina@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVEN No".

**B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**STEP 3: Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company or the company name and click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome

(preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop, connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in). Questions/queries received by the Company till September 01, 2025 shall only be considered and responded during the AGM.

#### Instructions for e-voting during AGM:

- i. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page.
- ii. Members need to click on the "instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. Only those shareholders, who are present in the AGM and have not cast their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

### 23. OTHER INSTRUCTIONS:

- i. **Speaker Registration:** The Members who wish to speak during the AGM may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' for registration which will be opened from Monday, September 01, 2025, 9:00 a.m. IST to Tuesday, September 02, 2025, 5:00 p.m. IST. Members shall be provided with a queue number' before the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.
- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On

successful login, select 'Post Your Question' option which will be open from Monday, September 01, 2025, 9:00 a.m. IST to Wednesday, September 03, 2025, 5:00 p.m. IST.

- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Mohammed Shanoor on +91 40 6716 1767 or call KFin's toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 29, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the Member casts the vote on a resolution, the Member shall not be allowed to change it subsequently.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

**1. Example for NSDL:** MYEPWD <SPACE> XXXX IN12345612345678

**2. Example for CDSL:** MYEPWD<SPACE> XXXX 1402345612345678

**3. Example for Physical:** MYEPWD <SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

### 24. GENERAL INSTRUCTIONS:

- a) The Company has appointed Mr. Balarama Krishna Desina, Practising Company Secretary, Hyderabad (FCS No. 8168, CP. No. 22414) to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner. The Scrutinizer

will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before September 08, 2025 and will also be displayed on the website of the Company at [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

- b) All communications relating to equity shares/ AGM are to be addressed to the Company's RTA at KFin Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana State, India, Toll free Number 1800 309 4001, e-Mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), website: [www.kfintech.com](http://www.kfintech.com).
- c) As an ongoing endeavour to enhance Investor experience and leverage new technology, our KFinTech have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

**Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest

and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>.

**eSign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFin is the only RTA which has enabled the option and can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>.

**KYC Status:** Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>.

**KPRISM:** A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>.

# Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

The following Explanatory Statement sets out all material facts relating to Item Nos. 5 and 6 mentioned in the accompanying Notice and should be taken as forming part of the Notice.

## ITEM NO. 5:

As per the provisions of Section 148 of the Act and relevant Rules made thereunder, Company is required to get the cost accounting records audited by a Cost & Management Accountant. Accordingly the Board of Directors of the Company in their meeting held on May 12, 2025, on recommendation of the Audit Committee, has approved the appointment of the Cost Auditors namely M/s. Santhosh & Associates, (Firm Registration No. 003955), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, at a remuneration of ₹30,000/- (Rupees Thirty Thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the Cost Audit.

Pursuant to Rule 14 of the Companies (Audit and Accounts) Rules, 2014, the members of the Company have to ratify the remuneration payable to the Cost Auditor, as approved by the Board of Directors. Accordingly, the members' approval, to ratify the remuneration as approved or fixed by the Board for FY 2025-26, is sought for item no. 5 of the AGM notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of this AGM Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 of the Notice for approval of the Members.

## ITEM NO. 6:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's Report prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments in Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its Annual Report.

The Board of Directors of the Company, at their meeting held on July 28, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Balaramakrishna & Associates, Practicing Company Secretaries having firm registration number S2021TL825900, as the Secretarial Auditor of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting, on the following terms and conditions:

- (i) **Term of Appointment:** For a term of five (5) consecutive financial years, commencing from FY 2025-26 to FY 2029-30.
- (ii) **Proposed Fees:** In the range of ₹50,000/- to ₹1,50,000/- per annum, plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Secretarial Audit for the financial year 2025-26. For subsequent years of the term, the fee shall be determined by the Board, based on the recommendation of the Audit Committee and in consultation with the Secretarial Auditor. The proposed fees have been determined considering the knowledge, expertise, industry experience, time involvement, and efforts required, and are in line with the prevailing industry benchmarks.

In accordance with the provisions of the Companies Act and the SEBI Listing Regulations, M/s. Balaramakrishna & Associates, Practicing Company Secretaries, have provided their consent to the proposed appointment and confirmed their eligibility. They have further affirmed that the said appointment, if made, would be within the limits prescribed by ICSI.

M/s. Balaramakrishna & Associates have confirmed that they are not disqualified from being appointed as the Secretarial Auditor under the provisions of the Companies Act, the Listing Regulations, the Company Secretaries Act, 1980, and the applicable SEBI circulars. The firm also holds a valid Peer Review Certificate issued by the ICSI.

## Brief Profile of M/s Balaramakrishna & Associates:

M/s. Balaramakrishna & Associates is a Hyderabad-based firm of Practicing Company Secretaries, led by Mr. Balarama Krishna Desina, a Fellow Member of ICSI and an empanelled Peer Reviewer. The firm brings over 15 years of experience in corporate law, secretarial compliance, and NBFC regulations.

The firm specializes in a wide array of professional services, including corporate compliance and

advisory in accordance with the Companies Act, SEBI regulations, and other applicable laws. It offers secretarial audit and due diligence services, including various certifications and compliance checks. The firm is well-versed in capital market and listing compliances, providing end-to-end support including liaison with stock exchanges. It also handles mergers, acquisitions, corporate restructuring, and amalgamations.

The firm has a proven track record of offering high-quality services to both listed and unlisted companies across multiple sectors and is committed to upholding professional excellence through continuous learning and peer-reviewed practices.

#### Rationale for recommendations (Credentials):

The recommendations are made in accordance with the fulfillment of eligibility criteria and qualifications prescribed under the relevant Act, Rules, and Listing Regulations, considering factors such as the number of audits conducted, technical expertise and experience of

the individual, the audit team's capability, independent evaluations, audit experience with large listed entities, and the assessment of the quality of previous audit work performed by the individual.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed Ordinary Resolution set forth in Resolution No. 6 of this Notice, except to the extent of their shareholding in the Company, if any.

Considering the experience and expertise of M/s Balaramakrishna & Associates, Practicing Company Secretary, and based on the recommendation of the Audit Committee, the Board of Directors proposes their appointment as the Secretarial Auditor of the Company for a term of five consecutive years, covering the financial years from 2025-26 to 2029-30. The Board accordingly recommends the approval of the Ordinary Resolution detailed in Resolution No. 6 of this Notice by the members of the Company.

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Hansraj Singh**  
Company Secretary & Compliance Officer  
Membership No.: F11438

**Date:** July 28, 2025  
**Place:** Hyderabad

# Annexure to Notice

**Details of Director Seeking Appointment/Re-Appointment as Required Under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Secretarial Standards:**

| Name of Director  | Mr. Sunil Chandra Kondapally   |
|---|--|
| Director Identification Number  | 01409332   |
| Date of Birth & Age (As on March 31, 2025)  | July 20, 1975<br>50 years  |
| Date of first Appointment   | 05-06-2002   |
| Qualification   | He holds a bachelor's degree in science and electrical engineering from Florida State University.  |
| Category/Designation  | Whole-time Director  |
| Terms & Conditions of Re-Appointment along with Remuneration sought to be paid                | Being reappointed as a Director liable to retire by rotation and all other terms of his appointment including remuneration as Executive Director shall remain same.  |
| Remuneration paid for FY 2024-25  | ₹ 1,00,00,000/-  |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company. | Mr. Sunil Chandra Kondapally is related to the following: <ol style="list-style-type: none"> <li>Dr. Sura Surendranath Reddy<br/>Executive Chairman - Father</li> <li>Ms. Sura Suprita Reddy<br/>Managing Director &amp; CEO - Sister</li> <li>Mrs. Sura Geeta Reddy<br/>Non-Executive Director - Mother</li> </ol>  |
| Brief Resume and expertise in specific functional area  | Mr. Sunil Chandra Kondapally is the Executive Director of our Company. He has been associated with our Company since incorporation. He holds a bachelor's degree in science in electrical engineering from Florida State University. He has over 18 years of experience in the field of pharmaceutical industry. He founded a pharmaceutical services Company Trikona Pharmaceuticals Private Limited in 2016 and QPS Bioserve India Private Limited in 2004 and, which focuses on the development of innovative pharma chemical products.<br><br>He has worked in operations, quality accreditation, finance, marketing and network expansion departments of our Company since its incorporation. |
| Directorships held in other Companies as on March 31, 2025                                    | He holds Directorship in below mentioned Companies: <ol style="list-style-type: none"> <li>Medinova Diagnostic Services Limited</li> <li>P H Diagnostic Centre Private Limited</li> <li>Kshetra Agritech Private Limited</li> <li>Summit Nutraceuticals Private Limited</li> <li>Trikona Pharmaceuticals Private Limited</li> <li>Vijaya Hospitals Private Limited</li> <li>Barina Resorts Private Limited</li> </ol>  |

|   |   |
|---|---|
| Chairman/Member of the Committee of the Board of Directors of the Company*  | 1. Stakeholders Relationship Committee - Member                             |
|   | 2. Risk Management Committee - Chairman & Member                            |
|   | 3. Corporate Social Responsibility Committee - Member                       |
| No. of Board Meetings attended during the financial year  | He has attended Three (3) Board Meetings during the financial year 2024-25. |
| Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2025*   | Nil   |
| No. of Equity Shares of ₹1/- held in the Company as on 31.03.2025   | 81,86,388 Equity Shares of ₹1/- each.                                       |
| Names of Listed Entities from which the director has resigned during last three years   | Nil   |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Not Applicable  |

\*Private companies, Section 8 companies and foreign companies are not included

# Board's Report

Dear Members,

The Board of Directors is pleased to present the 23<sup>rd</sup> (twenty third) Annual Report on the business and operations of Vijaya Diagnostic Centre Limited ('the Company' or 'VDCL') and the Audited Financial Statements for the financial year ended March 31, 2025.

## FINANCIAL SUMMARY

The financial performance of the Company for the year ended March 31, 2025, is summarized below:

(₹ in Lakhs)

| Particulars                               | Standalone       |                  | Consolidated     |                  |
|---|------------------|------------------|------------------|------------------|
|   | 2024-25          | 2023-24          | 2024-25          | 2023-24          |
| Total Income                              | 64,643.78        | 54,646.16        | 69,970.96        | 56,862.33        |
| Total Expenses                            | 46,513.6         | 39,398.99        | 50,654.55        | 40,994.24        |
| <b>Profit before Tax</b>                  | <b>18,130.18</b> | <b>15,247.17</b> | <b>19,316.41</b> | <b>15,868.09</b> |
| Provision for Tax                         | 4,628.96         | 3,786.97         | 4,937.06         | 3,904.48         |
| <b>Profit after Tax</b>                   | <b>13,501.22</b> | <b>11,460.20</b> | <b>14,379.35</b> | <b>11,963.71</b> |
| Other Comprehensive Income                | (24.10)          | (12.44)          | 0.39             | (11.22)          |
| Total Comprehensive Income for the Period | 13,477.12        | 11,447.76        | 14,379.74        | 11,952.49        |
| Basic EPS (in ₹)                          | 13.16            | 11.21            | 13.95            | 11.62            |
| Diluted EPS (in ₹)                        | 13.14            | 11.18            | 13.92            | 11.59            |

## FINANCIAL PERFORMANCE

The standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, have been prepared in accordance with the applicable Indian Accounting Standards (Ind-AS) and the provisions of Companies Act, 2013.

### Standalone Performance

During the FY 2024-25, the Company reported a Standalone Total Income of ₹64,643.78 Lakhs compared to ₹54,646.16 Lakhs in the previous year. The Standalone Net Profit After Tax of the Company stood at ₹13,501.22 Lakhs compared to ₹11,460.20 Lakhs in the previous year.

### Consolidated Performance

During the FY 2024-25, the Company reported a Consolidated Total Income of ₹69,970.96 Lakhs compared to ₹56,862.33 Lakhs in the previous year. The Consolidated Net Profit After Tax of the Company stood at ₹14,379.35 Lakhs compared to ₹11,963.71 Lakhs in the previous year.

## CONSOLIDATED FINANCIAL STATEMENTS

The Standalone and Consolidated Financial Statements of the Company for Financial year

2024-25 are prepared in accordance with the applicable provisions of Companies Act 2013 ("Companies Act"), Indian Accounting Standards ("Ind-AS") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The consolidated financial statements have been prepared based on the audited financial statements of the Company and its subsidiaries as approved by their respective Board of Directors.

## DIVIDEND

Your directors are pleased to recommend a final dividend of ₹2/- per equity share of face value of ₹1/- each for the Financial Year 2024-25, for approval by the Members at the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company.

As per Regulation 43A of SEBI Listing Regulations, the Company has adopted a Dividend Distribution Policy which is available on the website of the Company at: <https://images.vijayadiagnostic.com/investor/corporategovernance/DIVIDEND-DISTRIBUTION-POLICY.pdf>.

The final dividend recommended for the financial year 2024-25, is in compliance with the Dividend Distribution Policy of the Company.

## TRANSFER TO GENERAL RESERVES

During the year under review, ₹71.67 Lakhs have been transferred to the General Reserves of the Company.

## MERGER/SCHEME OF AMALGAMATION

The Board of Directors of the Company, at its meeting held on June 26, 2024, based on the recommendation of the Audit Committee, has considered and approved the Scheme of Amalgamation between Vijaya Diagnostic Centre Limited (“**VDCL/The Company**”) and Medinova Diagnostic Services Limited (“**MDSL**”), along with their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and rules made thereunder.

The Company had filed the scheme with stock exchanges (i.e. BSE & NSE) on June 28, 2024, and received their observation letter with “no adverse observations” dated December 5, 2024 from BSE Limited and observation letter with “no objection” dated December 6, 2024 from National Stock Exchange of India Limited.

Further, the Company has obtained approval from its shareholders and creditors at their meetings held on April 25, 2025, pursuant to directions issued by the National Company Law Tribunal, Hyderabad Bench (“**NCLT**”) vide their order dated March 5, 2025.

A joint petition has been filed with the NCLT, Hyderabad bench on May 5, 2025, and the same is pending for approval before the NCLT. The Scheme would become effective from the April 1, 2024, i.e. appointed date, after receipt of all requisite approvals as mentioned in the Scheme.

The Scheme of Amalgamation, along with other relevant documents, can be accessed on the Company’s website at: <https://www.vijayadiagnostic.com/investors/scheme-of-amalgamation>

## SUBSIDIARY COMPANIES

The Company has four (4) subsidiaries (including step down subsidiaries) as on March 31, 2025, which are as follows:

|           |                                       |                         |
|-----------|---------------------------------------|-------------------------|
| <b>1.</b> | Medinova Diagnostic Services Limited  | Subsidiary              |
| <b>2.</b> | P H Diagnostic Centre Private Limited | Wholly-Owned Subsidiary |
| <b>3.</b> | VDC Diagnostics (Karnataka) LLP       | Wholly-Owned Subsidiary |
| <b>4.</b> | Medinova Millennium MRI Services, LLP | Step-Down Subsidiary    |

There was no material change in the nature of the business carried on by the subsidiaries during the year under review.

As per the provisions of Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the Subsidiary Companies is prepared in Form AOC-1 and is annexed herewith as **Annexure – I**.

Your Company does not have any Associate Company or Joint Venture as on March 31, 2025.

The Company has placed separately, the audited accounts of its subsidiaries on its website at <https://www.vijayadiagnostic.com/investors/financials-subsidiaries> in compliance with the provisions of Section 136 of the Companies Act, 2013. Audited financial statements of the Company’s subsidiaries will be provided to the Members, on request.

The Company has formulated a policy for determining material subsidiaries. The said policy is also available on the website of the Company at <https://images.vijayadiagnostic.com/investor/corporategovernance/MATERIAL-SUBSIDIARY-POLICY.pdf>

## CHANGES IN SHARE CAPITAL OF THE COMPANY

Your Company's Equity Share Capital position as at the beginning of the Financial Year 2024-25 (i.e., as on April 1, 2024) and as at the end of the said Financial Year (i.e., as on March 31, 2025) was as follows:

| Category of Share Capital  | Authorised Share Capital |                          |                       | Issued, Subscribed & Paid-up Share Capital |                          |                       |
|--|--------------------------|--------------------------|-----------------------|--|--------------------------|-----------------------|
|  | No. of Shares            | Face Value Per Share (₹) | Total Amount (₹)      | No. of Shares                              | Face Value Per Share (₹) | Total Amount (₹)      |
| <b>As on April 1, 2024:</b>  |                          |                          |                       |  |                          |                       |
| Equity Share   | 12,05,00,000             | 1/-                      | 12,05,00,000/-        | 10,23,45,693                               | 1/-                      | 10,23,45,693          |
| <b>Total</b>   | <b>12,05,00,000</b>      |                          | <b>12,05,00,000/-</b> | <b>10,23,45,693</b>                        |                          | <b>10,23,45,693/-</b> |
| <b>Changes during the year under review:</b>   |                          |                          |                       |  |                          |                       |
| Allotment of equity shares pursuant to the Employee Stock Option plan 2018 (ESOP 2018)*: |                          |                          |                       |  |                          |                       |
| May 3, 2024  |                          |                          |                       | 1,70,384                                   | 1/-                      |                       |
| June 8, 2024   |                          |                          |                       | 81,373                                     | 1/-                      |                       |
| July 31, 2024  |                          |                          |                       | 24,820                                     | 1/-                      |                       |
| November 7, 2024   |                          |                          |                       | 7,192                                      | 1/-                      |                       |
| February 4, 2025   |                          |                          |                       | 6,816                                      | 1/-                      |                       |
| <b>Total no. of equity shares allotted under ESOP 2018</b>                               |                          |                          |                       | <b>2,90,585</b>                            |                          | <b>2,90,585/-</b>     |
| <b>As on March 31, 2025:</b>   |                          |                          |                       |  |                          |                       |
| Equity Share   | 12,05,00,000             | 1/-                      | 12,05,00,000/-        | 10,26,36,278                               | 1/-                      | 10,26,36,278/-        |
| <b>Total</b>   | <b>12,05,00,000</b>      |                          | <b>12,05,00,000/-</b> | <b>10,26,36,278</b>                        |                          | <b>10,26,36,278/-</b> |

\*During the Financial Year 2024-25, the Company has allotted 2,90,585 (Two Lakh Ninty Thousand Five Hundred and Eighty-five only) Equity Shares of Face Value of ₹1/- (Rupees One only) each under the VDCL Employees Stock Option Plan, 2018 ("VDCL ESOP Plan"), pursuant to exercise of options by eligible Employees under VDCL ESOP Plan 2018.

The 2,90,585 (Two Lakh Ninty Thousand Five Hundred and Eighty-five) Equity Shares rank pari-passu with the existing Equity Shares of the Company and have been listed for trading on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

During the year under review, your Company has not issued any Equity Share with differential rights, Sweat Equity Shares or Bonus Shares.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Directors

As on March 31, 2025, our Board consists of three (3) Executive Directors including one (1) Managing Director, one (1) Non-Executive & Non-Independent Director and four (4) Independent Directors. The constitution of the Board of the Company is in accordance with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations.

Further, the Shareholders of the Company at the Annual General Meeting held on September 6, 2024, approved the re-appointment of Dr. Sura Surendranath Reddy as a Whole time Director & Chairman and Mr. Sunil Chandra Kondapally as Whole time Director for a period of five (5) years with effect from October 1, 2024.

In the opinion of the Board, all the Independent Directors of the Company possess requisite expertise, integrity and experience including proficiency. Further all the Independent Directors have confirmed that their respective names have been included in the Independent Director's Database as required under Section 150 of the Companies Act, 2013 and rules made thereunder.

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sunil Chandra Kondapally, will retire by rotation at the ensuing AGM, and being eligible, offers himself for re-appointment. The Board recommends the same to the shareholders for their approval.

In compliance with Regulation 36(3) of the SEBI Listing Regulations and the applicable provision of the Companies Act, 2013, brief resume and other details of all the directors proposed to be appointed/re-appointed, if any, are attached along with the Notice of the ensuing Annual General Meeting.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the commission, and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

Based on the written representations received from the directors, none of the above directors are disqualified under Section 164 (2) of the Companies Act, 2013 and are also not debarred by SEBI or any other statutory authority for holding office of a Director. As required by Listing Regulations, a certificate from Company Secretary in practice, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company, by SEBI, MCA or any such statutory authorities, is annexed to the Corporate Governance report which is forming part of the Annual Report.

Apart from the above, there have been no changes in the Directors.

### Key Managerial Personnel

In accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the Key Managerial Personnel of the Company as on March 31, 2025:

|    |                              |   |   |
|----|------------------------------|---|---|
| 1. | Dr. Sura Surendranath Reddy  | - | Executive Chairman                          |
| 2. | Ms. Sura Suprita Reddy       | - | Managing Director & Chief Executive Officer |
| 3. | Mr. Sunil Chandra Kondapally | - | Executive Director                          |
| 4. | Mr. Narasimha Raju KA*       | - | Chief Financial Officer (CFO)               |
| 5. | Mr. Hansraj Singh            | - | Company Secretary & Compliance Officer      |

\*Mr. Narasimha Raju K.A., Chief Financial Officer (CFO) of the Company, resigned from his position and was relieved from his duties with effect from March 26, 2025.

Subsequently, the Board of Directors of the Company, at its meeting held on May 12, 2025, appointed Mr. S. Ramchandra Reddy as the Interim Chief Financial Officer (CFO) with effect from the same date.

### DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all its Independent Directors, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. In the opinion of the Board, Independent directors fulfill the conditions specified in Companies Act, 2013 and SEBI Listing Regulations and are independent from the management.

Further, all the Directors of the Company, including Independent Directors, possess appropriate skills, experience, and expertise in one or more areas such as Board and Corporate Governance, Finance, Accounting and Financial Reporting, Information Technology, specialized industry knowledge, environmental matters, and other disciplines relevant to the Company's business operations.

### FAMILIARIZATION PROGRAMME

The Company has put in place a system to familiarize its Independent Directors. During the year under review the Independent Directors were familiarized with the Company, its business and senior management.

Periodic presentations were made at the Board meetings appraising the Board Members about the finer aspects of the Company's businesses, the challenges posed and an overview of future business plans, including:

- Macro-economic view of the industry in which the Company operates;
- Budgets, operations and performance of the business and relevant regulatory/legal updates in the statutes applicable to the Company;
- Business model of the Company, risks and opportunities for the businesses and the growth levels for them; and
- Strategic outlook and the way forward.

### MEETINGS OF BOARD OF DIRECTORS

The Meetings of the Board of Directors are prescheduled and intimated to all the Directors in advance, to help them plan their schedule. However, in case of special and urgent business needs, approval is taken either by convening meetings at a shorter notice with consent of all the Directors or by passing a Resolution through Circulation, as permitted by law. Video conferencing facilities are provided to enable active participation by Directors who are unable to attend the meetings in person.

There were five (5) Meetings of the Board of Directors held during the Financial Year 2024-25. The details of Board Meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report, which forms a part of the Annual Report. The provisions of Act and the SEBI Listing Regulations were adhered to, while considering the time gap between any two meetings.

### COMMITTEES OF THE BOARD

The Board Committees are constituted by the Board of Directors and operate in accordance with their respective terms of reference, which clearly define their scope, composition, tenure, functioning, and reporting framework. These Committees form an integral part of the Company's governance structure by focusing on specific areas requiring in-depth attention and oversight.

Each Committee functions under the overall guidance and supervision of the Board, with the Chairpersons of the respective Committees regularly reporting to the Board on key deliberations and decisions. The recommendations made by the Committees are placed before the Board for its consideration and approval, thereby ensuring informed and effective decision-making.

The Board of Directors of your Company has formed various Committees, as per the provisions of the Companies Act 2013 and SEBI Listing Regulations. The various committees of the Board are as provided hereunder:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", which forms part of this Annual Report. During the year under review, all the recommendations of the Audit committee were accepted by the Board.

## AUDITORS AND AUDITORS' REPORT

### I. Statutory Auditors

The shareholders at their 21<sup>st</sup> Annual General Meeting (AGM), approved the appointment of M/s. B S R and Co., (Firm Registration No. 128510W) as the Statutory Auditors of the Company, for a second term of five (5) years to hold the office from the conclusion of the 21<sup>st</sup> AGM until the conclusion of the 26<sup>th</sup> AGM of the Company on such remuneration as may be determined by the Board of Directors, in addition to the applicable taxes, reimbursement of out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

M/s. B S R and Co., Statutory Auditors of the Company, have confirmed that they are not disqualified from continuing as Statutory Auditors under Section 141 of the Companies Act, 2013 and/or any other applicable law, and that their appointment is within the prescribed ceiling limits.

The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark, or disclaimer.

No fraud has been reported by the Auditors under Section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

### II. Cost Records and Cost Auditors

M/s. Santhosh & Associates, Cost Accountants, Hyderabad (Firm Registration No.: 003955) was appointed by the Board of Directors at its Meeting held on May 8, 2024, as the "Cost Auditors" of the Company for the Financial Year 2024-25, for all the applicable products, pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. The Shareholders of the Company, at their 22<sup>nd</sup> AGM held on September 6, 2024, had ratified the remuneration payable to the Cost Auditors in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014.

The Company has prepared and maintained cost accounts and records for the Financial Year 2024-25, as per sub-section (1) of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014.

The Cost Auditor has submitted the Cost Audit Report for the financial year 2024-25 to the Board of Directors and the Board of Directors considered and examined the said report. The Cost audit report does not contain any qualification, reservation, adverse remark, or disclaimer.

M/s. Santhosh & Associates, Cost Accountants, Hyderabad has been re-appointed by the Board of Directors, at its Meeting held on May 12, 2025, as the "Cost Auditors" of the Company for the Financial Year 2025-26, for all the applicable products, pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. The Shareholders are requested to ratify the remuneration payable to the Cost Auditors at their ensuing 23<sup>rd</sup> AGM, in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014. There is no change in the remuneration payable to the cost auditor for the FY 2025-26.

### III. Secretarial Auditor and Secretarial Audit Report

The Board of Directors of your Company, at its Meeting held on August 5, 2024, had appointed Mr. D Balaramakrishna, Practicing Company Secretary (C.P. No. 22414), as the "Secretarial Auditor" of the Company, to conduct the Secretarial Audit for the Financial Year 2024-25, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report submitted by Mr. D. Balaramakrishna, for the Financial Year 2024-25 is annexed as **Annexure – II** to this Board's Report.

The Secretarial Auditor's Report is self-explanatory and does not contain any qualification, reservation, adverse remark, or disclaimer.

Pursuant to Regulation 24A of SEBI Listing Regulations, the Company has also obtained Annual Secretarial Compliance report for the financial year 2024-25 from Mr. D. Balaramakrishna, Practising Company Secretary and submitted the same to the Stock Exchanges where the shares of the Company are listed.

The Annual Secretarial Compliance report as submitted to the stock exchanges does not contain any qualification, reservation, adverse remark or disclaimer.

Pursuant to the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide SEBI Notification dated December 12, 2024, and in accordance with the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company, at its meeting held on July 28, 2025, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Balaramakrishna & Associates, Practising Company Secretaries, a peer-reviewed firm (Firm Registration Number: S2021TL825900) as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members at the ensuing Annual General Meeting.

M/s. Balaramakrishna & Associates, Practising Company Secretaries, have provided their consent to be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from FY 2025-26 to FY 2029-30. They have confirmed that they are not disqualified from being appointed as Secretarial Auditors under applicable laws. Furthermore, they have confirmed that they have undergone the peer review process conducted by the Institute of Company Secretaries of India (ICSI) and hold a valid Peer Review Certificate issued by the Peer Review Board of ICSI.

The Board arrived at this decision after evaluating various parameters, including the firm's industry experience, the competency of its audit team, efficiency in the conduct of audits, and demonstrated independence.

Accordingly, the approval of the Members is being sought for the appointment of M/s. Balaramakrishna & Associates as Secretarial Auditors of the Company at the ensuing 23<sup>rd</sup> Annual General Meeting.

#### **IV. Internal Auditor**

Your Company has a robust internal audit team for carrying out the internal audit. Further, pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, M/s. Laxminiwas & Co, Chartered Accountants, are the internal auditors of the company. The Internal Auditors attend the respective Audit Committee Meetings, where internal audit reports are discussed.

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

Your Company has established and maintains an adequate internal financial control system, commensurate with the size, scale, and complexity of its operations. The Company has instituted robust policies and procedures to ensure the orderly and efficient conduct of its business, safeguarding of assets, prevention and detection of fraud, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

The internal control framework is further strengthened through a comprehensive programme of internal and external audits, as well as periodic reviews conducted by the Management. This multi-layered approach ensures that financial and operational records are accurate and dependable, thereby supporting the preparation of credible financial statements and facilitating accountability for the Company's assets.

The Statutory Auditors and Internal Auditors are regularly invited to the meetings of the Audit Committee, where they present their observations and assessments regarding the adequacy and effectiveness of the internal financial controls. Based on these presentations and its own evaluation, the Audit Committee provides its recommendations and insights to the Board of Directors for continuous improvement in the Company's internal control environment.

### **LOANS, GUARANTEES OR INVESTMENTS**

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees and investments by your Company under the aforesaid provisions during the Financial Year 2024-25, have been provided in the notes to the Financial Statement.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the year under review, all contracts, arrangements, and transactions entered by the Company with related parties were in the ordinary course of business and conducted on an arm's length basis. There were no material related party transactions requiring disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Accordingly, the disclosure in Form AOC-2 is Not applicable.

The details of related party transactions, as required under applicable accounting standards, are disclosed in the notes to the financial statements forming part of this Annual Report.

The Company has established a robust system for obtaining prior omnibus approval from the Audit Committee on an annual basis for related party transactions that are of a repetitive and foreseeable nature. This mechanism ensures operational efficiency

while maintaining compliance with applicable regulatory requirements. All transactions entered pursuant to such omnibus approvals are periodically reviewed by the Audit Committee. A detailed statement of related party transactions, including their nature, value, and terms, is placed before the Committee for its review and oversight, thereby ensuring transparency and accountability in the Company's dealings with related parties.

In compliance with the requirements of the Companies Act, 2013 and SEBI Listing Regulations, the Board has formulated and adopted a Related Party Transactions Policy ("RPT Policy") for the purpose of identification, approval, monitoring and reporting of related party transactions. The RPT Policy as approved by the Board is available on the Company's website at <https://images.vijayadiagnostic.com/investor/corporategovernance/Related-Party-Transaction-Policy.pdf>

## CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business carried on by the Company during the year under review.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

## ANNUAL EVALUATION OF BOARD'S PERFORMANCE

In compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has carried out the Annual Performance Evaluation of the Board as a whole, its committees, individual directors, and the Chairman.

A structured and comprehensive questionnaire was developed for this purpose, taking into account various parameters such as the composition and diversity of the Board and its Committees, the effectiveness of the Board's processes, culture, strategic focus, execution of responsibilities, and overall governance. The Directors confidentially responded to the questionnaire, providing constructive feedback on the functioning of the Board and suggesting ways to enhance its effectiveness.

The performance evaluation of the Board, the Chairman, and the Non-Independent Directors was undertaken by the Independent Directors, in accordance with the statutory requirements. Additionally, the Independent

Directors held a separate meeting to evaluate the performance of Non-Independent Directors, the Board as a whole, and the Chairperson. They also assessed the quality, quantity, and timeliness of the flow of information between the Company's management and the Board.

The Board of Directors expressed satisfaction with the overall performance evaluation process, which reaffirmed the effectiveness of the governance practices in place and highlighted areas for continuous improvement.

## PUBLIC DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposit within the meaning of Section 73 and 76 of the Companies Act, read with Companies (Acceptance of Deposits) Rules, 2014.

## RISK MANAGEMENT

Your Company through its Risk management policy periodically assesses the risk elements, mitigates the different kinds of risks which the Company faces in its day-to-day operations and incorporates such risk mitigation plans in its business operational plans. As on date of this report, your Company does not foresee any critical risk, which threatens its existence.

Further, information on the risk management process of the Company is contained in the Management Discussion & Analysis Report which forms part of the Annual Report.

## COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information in respect of matters pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the **Annexure – III** to this Directors' Report.

## ANNUAL RETURN

The Annual Return for financial year 2024-25 is available on the website of the Company at <https://www.vijayadiagnostic.com/investors/annual-return>

## SIGNIFICANT AND MATERIAL ORDERS

During the year under review no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## PARTICULARS OF EMPLOYEES

The disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in the prescribed format and annexed herewith as **Annexure - IV**.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. In terms of the provisions of the first proviso to Section 136 (1) of the Companies Act, 2013, the Annual Report is being sent to Shareholders, excluding the aforementioned information. Any shareholder interested in obtaining a copy of such statement may write to the Company Secretary of the Company at [cs@vijayadiagnostic.in](mailto:cs@vijayadiagnostic.in)

## COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

Work-life balance and gender equality in caregiving responsibilities remain at the heart of our evolving people policies. To create a more equitable and supportive workplace, the Company upgraded its Maternity Benefit Policy into a comprehensive Parental Benefit Policy, ensuring holistic coverage for all employees, including those on Fixed Term Contracts. The revised policy goes beyond traditional maternity benefits, incorporating leave entitlements for critical situations (such as stillbirth, child loss during maternity leave, adoption leave etc.).

The company has complied with the Maternity Benefit Act, 1961 and the disclosure as required are details hereunder:

| Particulars   | No. of Employee                                       |
|---|---|
| Employees who availed Maternity leave   | 13  |
| Employees who returned to work till March 31 <sup>st</sup> , after maternity leave ended                    | 8   |
| Employees who returned after maternity leave ended and who were still employed 12 months after their return | To be provided in the next financial year, FY 2025-26 |

## CORPORATE GOVERNANCE

In accordance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI

Listing Regulations"), a detailed report on Corporate Governance is included in the Annual Report.

M/s. Balarama Krishna & Associates, Practicing Company Secretaries, who is also the "Secretarial Auditor" of your Company, has certified your Company's compliance with the requirements of Corporate Governance in terms of Regulation 34 of the SEBI Listing Regulations and their Compliance Certificate is annexed to the Report on Corporate Governance.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the Financial Year 2024-25, as prescribed under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report ('BRSR') for Financial Year 2024-25 is presented as a separate section and forms part of this Annual Report.

## CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with CSR Rules, the Company has constituted the Corporate Social Responsibility (CSR) Committee. The details of the CSR Committee are detailed in the Corporate Governance Report, which forms part of this Annual Report.

The Board, on the recommendation of the CSR Committee, adopted a CSR Policy. The CSR Policy is available on the website of the Company at <https://images.vijayadiagnostic.com/website/CSR-POLICY.pdf>

The Annual Report on Corporate Social Responsibility as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as **Annexure - V** to this Report.

## DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy against sexual harassment in line with the provisions of Sexual

Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The Company has duly complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. In accordance with the requirements of the Act, the Board of Directors has constituted Internal Complaints Committees ("ICC") at both the Head/Corporate Office and at Centre/Branch levels to address and redress complaints of sexual harassment in a timely and effective manner.

Status of Complaints under the POSH Act during the Financial Year 2024-25 is detailed below:

| Particulars                                      | No. of Complaint |
|--|------------------|
| Compliant pending at beginning of Financial Year | 0                |
| Complaint received during Financial Year         | 1                |
| Compliant resolved during Financial Year         | 1                |
| Compliant pending at end of Financial Year       | 0                |

**Note:** The Company maintains strict confidentiality in dealing with such matters and ensures timely redressal in accordance with applicable laws and internal policies.

## NOMINATION AND REMUNERATION POLICY

In compliance with the provisions of Companies Act, 2013 and SEBI Listing Regulations, the Board had framed a Nomination and Remuneration Policy for selection and appointment of Directors, Key Managerial Personnel, senior management and their remuneration. The Company affirms that the remuneration paid is as per Nomination and Remuneration Policy of the Company. The said Policy is available on the website of the Company at <https://images.vijayadiagnostic.com/investor/corporategovernance/NOMINATION-REMUNERATION-POLICY.pdf>

Further, neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

## WHISTLE BLOWER/VIGIL MECHANISM

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. All employees shall be protected from any adverse action for reporting any unacceptable or improper practice

and/or any unethical practice, fraud, or violation of any law, rule or regulation.

This Policy is also applicable to your Company's Directors and employees and it is available on the website of your Company at <https://images.vijayadiagnostic.com/investor/corporategovernance/WHISTLE-BLOWER-POLICY.pdf>

## EMPLOYEE STOCK OPTION PLAN

VDCL Employee Stock Option Plan 2018 ("ESOP Plan") has been formulated and approved by the Board of Directors and Shareholders of the Company on May 3, 2018, and subsequently amended on March 25, 2021, and August 16, 2021, to be in line with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 ("ESOP Regulations"). The said ESOP Plan has also been ratified subsequently by the shareholders through postal ballot post listing of shares, on January 11, 2022, in terms of ESOP Regulations. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the ESOP Plan of the Company.

During the year under review, the Nomination and Remuneration Committee of the Board of Directors of the Company, at its meeting held on Wednesday, May 8, 2024, has granted 2,41,470 (Two Lakh Forty-One Thousand Four Hundred and Seventy only) Employee Stock Options (ESOPs) convertible into 2,41,470 equity shares of face value of ₹1/- each under the ESOP Plan.

The details in respect of ESOPs as required under Companies Act, 2013 and ESOP Regulations are annexed herewith as **Annexure - VI** and available on the website of the company at <https://www.vijayadiagnostic.com/investors/annual-reports>.

Further the certificate from the Secretarial Auditors of the Company certifying that the Company's Stock Option Plan is being implemented in accordance with the ESOP Regulations and the resolution passed by the Members, is placed on the Company's Website at <https://www.vijayadiagnostic.com/investors/annual-reports>.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, with respect to Directors' Responsibility Statement, the Directors, to the best of their knowledge and ability, hereby confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- Directors have selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit and loss of the Company for the year ended on that date;

- c) Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts have been prepared on a going concern basis;
- e) The Company had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## DISCLOSURE RELATED TO INSOLVENCY AND BANKRUPTCY

During the year under review, neither any application was made, nor is any proceeding pending under the Insolvency and Bankruptcy Code, 2016 against the Company.

## DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE AT THE TIME OF TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the Financial Year 2024-25, the Company has not made any settlement with its bankers for any loan(s)/facility(ies) availed or/and still in existence.

## GREEN INITIATIVES

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company including the Annual Report for the FY2024-25 are being sent to all Members whose e-mail addresses are registered with the Company/Depository Participant(s).

## ACKNOWLEDGEMENT

Your directors thank various departments of Central and State Government, Organizations and Agencies for the continued help and co-operation extended by them to your Company. Your directors also gratefully acknowledge all stakeholders of the Company viz. members, customers, dealers, vendors, financial institutions, banks and other business partners for the excellent support received from them during the year.

Your directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

**Date:** July 28, 2025  
**Place:** Hyderabad

Sd/-  
**Dr. Sura Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

# Annexure – I

## FORM AOC – 1

[Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]

### Statement containing salient features of the financial statements of subsidiaries as on March 31, 2025 (₹ In Lakhs)

| Particulars   | Subsidiary Company                         |   |                                    | Step down<br>Subsidiary – LLP              |
|---|--|---|------------------------------------|--|
|   | Medinova<br>Diagnostic<br>Services Limited | P H Diagnostic<br>Centre Private<br>Limited | VDC Diagnostics<br>(Karnataka) LLP | Medinova<br>Millennium MRI<br>Services LLP |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | 31-03-2025                                 | 31-03-2025                                  | 31-03-2025                         | 31-03-2025                                 |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Not applicable                             | Not applicable                              | Not applicable                     | Not applicable                             |
| Share capital/Contribution  | 995.68                                     | 500.00                                      | 1950.00                            | 230.27                                     |
| Other Equity  | (1115.32)                                  | 1,025.73                                    | (1,457.91)                         | 61.42                                      |
| Total Assets  | 663.12                                     | 6,681.53                                    | 492.68                             | 339.17                                     |
| Total Liabilities   | 782.76                                     | 5,155.80                                    | 0.59                               | 47.48                                      |
| Investments   | 296.82                                     | -   | -                                  | -  |
| Turnover  | 754.81                                     | 4,579.02                                    | -                                  | 235.45                                     |
| Profit before Taxation  | 119.43                                     | 961.01                                      | 31.37                              | 130.26                                     |
| Provision for Taxation  | 30.49                                      | 248.09                                      | -                                  | 29.50                                      |
| Profit after taxation   | 88.94                                      | 712.92                                      | 31.37                              | 100.76                                     |
| Proposed Dividend   | -  | -   | -                                  | -  |
| Extent of Shareholding (%)  | 62.14%                                     | 100%  | 100%                               | 62.14%                                     |

- Names of subsidiaries which are yet to commence operations – Nil
- Names of subsidiaries which have been liquidated or sold during the year - Nil

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Dr. Sura Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**Date:** July 28, 2025  
**Place:** Hyderabad

# Annexure – II

## FORM NO. MR-3

### Secretarial Audit Report

For the Financial Year ended 31<sup>st</sup> March, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075  
Hyderabad.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vijaya Diagnostic Centre Limited (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025, according to the provisions of:
  - 1.1. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - 1.2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - 1.3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - 1.4. Foreign Exchange Management Act, 1999 and the rules and regulations made

thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- 1.5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - 1.5.1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - 1.5.2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - 1.5.3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - 1.5.4. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011;
  - 1.5.5. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[NOT APPLICABLE AS THERE WAS NO NON-CONVERTIBLE SECURITIES LISTED ON THE STOCK EXCHANGE]**
  - 1.5.6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - 1.5.7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **[NOT APPLICABLE AS THERE WAS NO DELISTING OF EQUITY SHARES DURING THE YEAR];** and
  - 1.5.8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[NOT APPLICABLE AS THERE WAS NO BUYBACK OF SECURITIES BY THE COMPANY DURING THE YEAR]**

2. I have also examined compliance with the applicable clauses of the following:
  - 2.1. Secretarial Standards issued by The Institute of Company Secretaries of India;
  - 2.2. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company is engaged in the Business of Medical diagnostic services. Accordingly, the following Industry Specific Acts are applicable to the Company, in view of the Management and as per the Guidance Note issued by the ICSI. Based on the explanation given, there are adequate system and process in the company to monitor and ensure the compliance of following sector specific law, rule, regulation and guidelines:
  - 3.01. Pre-Conception and Pre-Natal Diagnostic Techniques Act, 1994 read with the relevant rules and amendments.
  - 3.02. The Clinical Establishments (Registration and Regulations) Act, 2010.
  - 3.03. The Clinical Establishments (Central Government) Rules, 2012 ("CECG Rules").
  - 3.04. Telangana Allopathic Private Medical Care Establishments (Registration and Regulation) Act, 2002 and rules thereunder, as applicable.
  - 3.05. Andhra Pradesh Allopathic Private Medical Care Establishments (Registration and Regulation) Act, 2002 and rules thereunder, as applicable.
  - 3.06. Indian Atomic Energy Act 1962 & Atomic Energy (Radiation Protection) Rules 2004.
  - 3.07. Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987 ("Radioactive Waste Rules").
  - 3.08. Radiation Surveillance Procedures for Medical Application of Radiation, 1989 ("Surveillance Procedures").
  - 3.09. Safety Code for Medical Diagnostic X-Ray Equipment and Installations, 2001 (the "X-Ray Safety Code").
  - 3.10. Atomic Energy Regulatory Board- Safety Code on Safe Transport of Radioactive Material AERB/NRF- TS/SC- 1, 2015 ("Transport Code").
  - 3.11. Atomic Energy Regulatory Board - Safety code on Nuclear Medicine Facilities dated November 4, 2010 ("Nuclear Medicine Code").
  - 3.12. Radiation Surveillance Procedure for Medical Applications of Radiation, 1989 ("RSPM Notification").
  - 3.13. The Environment Protection Act, 1986 (the "Environment Protection Act") and The Environment (Protection) Rules, 1986 (the "Environment Protection Rules").
  - 3.14. Bio-Medical Waste Management Rules, 2016 ("BMW Rules").
  - 3.15. National Accreditation Board for Testing and Calibration Laboratories ("NABL").
  - 3.16. Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes, 1997 ("HBM Guidelines").
  - 3.17. Consumer Protection Act, 2019 ("COPRA, 2019").
4. I further report that:
  - 4.01. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors, if any, that took place during the period under review were carried out in compliance with the provisions of the Act.
  - 4.02. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. And wherever, shorter notice has been sent, the relevant provisions have been complied.
  - 4.03. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
  - 4.04. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
5. I further report that during the audit period there were following specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards:
  - 5.01. During the year under review Doctorslab Medical Services Private Limited ("Doctorslab") a wholly owned subsidiary and Namrata Diagnostic Centre Private Limited ("Namrata"), step-down subsidiary of the Company (Non-functional and Non-material subsidiary) has been struck off with effect from April 6, 2024, on and the names of the said Companies has been struck off and both the Companies are dissolved with effect from that date.

- 5.02. The Company in its Board Meeting held on 26<sup>th</sup> June, 2024 has approved the scheme of Amalgamation, inter alia, involving the amalgamation of Medinova Diagnostic Services Limited with and into the company.
- 5.03. The Company has allotted 1,70,384 equity shares on 03 May, 2024; 81,373 equity shares on 08<sup>th</sup> June, 2024; 24,820 equity shares on 31<sup>st</sup> July, 2024; 7,192 equity shares on 07<sup>th</sup> November, 2024; 6,816 equity shares on 04<sup>th</sup> February, 2025 against the options exercised under VDCL Employee Stock Option Plan 2018.

**UDIN:** F008168G000841913  
**Date:** 28-07-2025  
**Place:** Hyderabad

Sd/-  
**Balaramakrishna Desina**  
Proprietor  
**Balaramakrishna & Associates**  
Company Secretaries in Practice  
FCS No.: 8168  
C.P. No.: 22414  
Peer Review Certificate No. 5448/2024

**Note:** This letter is to be read with our letter of even date, which is annexed, and form an integral part of this report.

## ANNEXURE

To,  
The Members,  
**Vijaya Diagnostic Centre Limited,**  
CIN: L85195TG2002PLC039075  
Hyderabad.

SUBJECT: My Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
**Balaramakrishna Desina**  
Proprietor  
**Balaramakrishna & Associates**  
Company Secretaries in Practice  
FCS No.: 8168  
C.P. No.: 22414  
Peer Review Certificate No. 5448/2024

**UDIN:** F008168G000841913  
**Date:** 28-07-2025  
**Place:** Hyderabad

## Annexure – III

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo as required by section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given below

### A) CONSERVATION OF ENERGY

#### i. Steps taken for conservation of energy

The Company actively explores various alternatives to reduce energy consumption, with a strong emphasis on promoting the use of energy-efficient LED lighting. It recognizes the critical role of energy conservation in mitigating the adverse impacts of global warming and climate change.

In line with its commitment to sustainability, the Company also undertakes initiatives such as the use of electric vehicles, optimization of paper usage, and a strategic shift toward digital information systems. These efforts are aimed at ensuring that operations are conducted in an environmentally responsible and energy-efficient manner.

#### ii. The steps taken by the company for utilizing alternate sources of energy

As part of our commitment to environmental sustainability and energy efficiency, the Company has integrated electric mobility into its operations by acquiring electric two-wheelers and electric three-wheeler.

These electric vehicles significantly reduce reliance on fossil fuels, thereby lowering greenhouse gas emissions and operational costs. This transition underscores the Company's long-term commitment to green practices and energy conservation.

#### iii. The capital investment on energy conservation equipment's

During the financial year, the company undertook a significant step towards environmental sustainability by installing a 40-kW rooftop solar power generation system at its Madhapur, Hyderabad facility, covering an area of approximately 400 square meters. The grid-tied system is expected to generate 22.5 MWh of clean energy annually, with a total projected generation of approximately 450 MWh over its 25-year lifecycle. This initiative is aligned with the Company's long-term ESG goals and is estimated to result in annual savings of around ₹4.81 Lakhs in electricity costs. Beyond financial benefits, the installation contributes to a substantial reduction in the Company's carbon footprint, which is the result of planting over 2,160 trees. The adoption of renewable energy not only enhances operational efficiency but also reflects the Company's commitment to sustainable healthcare delivery and responsible corporate citizenship.

### B) TECHNOLOGY ABSORPTION

#### i. Efforts made towards technology absorption

- The Company inaugurated a state-of-the-art diagnostic and imaging hub in Ongole, Andhra Pradesh. This newly established facility is equipped with cutting-edge technologies, including an automated laboratory, a 3 Tesla MRI, and a 160-slice cardiac CT scanner. With these capabilities, the Ongole hub stands out as one of the few healthcare centers in the region offering such high-end diagnostic services, significantly enhancing the quality and accessibility of medical care for the local community.
- As part of our ongoing efforts to enhance service accessibility and diagnostic capabilities, the Company has successfully upgraded its spoke centre in Gurgaon (Delhi NCR) into a fully operational hub. The transformation includes the installation of advanced imaging equipment, such as MRI and CT machines, significantly expanding the range of services offered. Patients can now access everything from routine blood tests to high-end diagnostic imaging under one roof, ensuring greater convenience, improved turnaround times, and comprehensive care delivery at a single, integrated facility.
- The Company has renovated its Kurnool hub to enhance operational capacity and upgrade diagnostic technology. The facility now features a mix of 3T MRI 1.5 MRI and a 160-slice cardiac CT scanner, significantly advancing our diagnostic capabilities. These enhancements enable us to serve a larger patient base while ensuring a consistent, high-quality experience, reinforcing our position as a trusted provider of advanced healthcare services in the region.
- In November 2024, the Company inaugurated a state-of-the-art diagnostic hub in Nizamabad, Telangana, reinforcing our strategic focus on expanding into key geographies across Tier II and Tier III cities. Spanning over 9,000 sq. ft., the facility is equipped with advanced medical technology, including a 3T MRI and CT scanner. Operating under our "All Under One Roof" model, the Nizamabad hub sets a new benchmark for comprehensive diagnostic services in the district, significantly improving accessibility and convenience for the local population.

- In November 2024, the Company successfully introduced its first digital PET-CT machine at its Tirupati centre in Andhra Pradesh, marking a strategic enhancement of its diagnostic capabilities. This addition aligns with the significant investments in oncology infrastructure by both government and private sectors in the city. Tirupati has emerged as a key hub for cancer care, with established medical institutions, oncology-focused hospitals, and a growing network of oncology specialists. The installation of the PET-CT positions the centre to effectively support the region's expanding oncology needs with advanced, high-precision imaging services.
- The Company has transitioned to an AI-powered radiology software suite sourced from a reputed vendor whose solutions are trusted by leading public hospitals in Singapore. This advanced system enables the digitization and secure sharing of radiology images with customers and clinicians via WhatsApp and text, eliminating the need for physical X-ray copies. Integrated with our billing software through Augmento, the platform also allows customers to access radiology reports online, significantly improving convenience. The centralized, 24/7 accessible worklist ensures real-time case assignment to specialized doctors on a FIFO (First-In, First-Out) basis, resulting in faster turnaround times and consistently high-quality reports. This transition enhances the overall customer experience by delivering timely, accurate, and easily accessible diagnostic insights.
- In Pune, following the PH acquisition, the Company commenced full-fledged operations at its Ambegaon hub in the first week of April 2025. Spanning over 14,000 sq. ft., this state-of-the-art facility is equipped with advanced diagnostic equipment, including a 3T MRI and CT scanner. Beyond clinical services, the hub also houses key back-end support functions such as the call centre, central stores, IT, and other operational departments—positioning it as a vital contributor to both service excellence and operational efficiency across the region.

## ii. Benefits derived like product improvement, cost reduction, product development or import substitution

The successful acquisition of PH, Pune's largest B2C integrated diagnostic chain, has resulted in multiple

strategic benefits for the Company. It has led to significant product improvement by integrating advanced diagnostic services and expanding our service portfolio. The consolidation has enhanced operational efficiency, enabling cost reduction through economies of scale, optimized logistics, and shared infrastructure. Additionally, the expanded network facilitates faster product development by leveraging regional insights and capabilities. This move also supports import substitution by strengthening in-house diagnostic capacities, reducing dependency on external providers, and promoting locally driven innovation and service delivery.

To enhance operational efficiency and clinical accuracy, the Company has implemented advanced software solutions for managing diagnostic data. This includes a robust Laboratory Information Management System (LIMS) for streamlined lab workflows, along with fully integrated Radiology Information Systems (RIS) and Picture Archive and Communication Systems (PACS). These technologies enable seamless data capture, storage, and retrieval, facilitating faster diagnosis, improved reporting, and better coordination across clinical functions—ultimately enhancing the overall patient experience.

## iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

The company has not imported any technology during the last three years.

## iv. The expenditure incurred on Research and Development

Nil

## C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans:

(in ₹)

| Sr. No. | Description | FY 2024-25 | FY 2023-24 |
|---------|-------------|------------|------------|
| 1       | Earnings    | -          | -          |
| 2       | Outgo       | 16,54,150  | 19,73,884  |

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Dr. Sura Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**Date:** July 28, 2025  
**Place:** Hyderabad

## Annexure – IV

Disclosures Required Under Section 197(12) Of The Companies Act, 2013 Read With Rule 5(1) Of Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014.

### 1. The percentage increase in the median remuneration of employees during the Financial Year:

Median remuneration of employees of the Company as at the end of the year under review was ₹2,88,000/- and there has been a decrease of 0.83% over the previous year.

### 2. The ratio of the remuneration of each Director to the median remuneration of employees for the Financial Year 2024-25; and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, during the Financial Year 2024-25:

| Sr. No. | Name of the Director(s)/ KMP(s) | Designation                                   | Percentage increase/ (decrease) in remuneration in the financial Year 2024-25 (%) | Ratio to median remuneration (in times) |
|---------|---------------------------------|---|---|---|
| 1.      | Dr. Sura Surendranath Reddy     | Promoter & Executive Chairman                 | Nil   | 69.44                                   |
| 2.      | Ms. S. Suprita Reddy            | Managing Director and Chief Executive Officer | Nil   | 95.49                                   |
| 3.      | Mr. Sunil Chandra Kondapally    | Executive Director                            | Nil   | 34.72                                   |
| 4.      | Mrs. Sura Geeta Reddy           | Non-Executive Director                        | Nil   | Nil                                     |
| 5.      | Dr. D. Nageshwar Reddy          | Independent Director                          | Nil   | 4.17                                    |
| 6.      | Mr. C. Satyanarayana Murthy     | Independent Director                          | Nil   | 4.17                                    |
| 7.      | Mr. Shekhar Prasad Singh        | Independent Director                          | Nil   | 4.17                                    |
| 8.      | Dr. Manjula Anagani             | Independent Director                          | Nil   | 4.17                                    |
| 9.      | Mr. Narasimha Raju KA*          | Chief Financial Officer                       | 12%   | NA                                      |
| 10.     | Mr. Hansraj Singh               | Company Secretary                             | 15%   | NA                                      |

\*During the Financial Year Mr. Narasimha Raju KA resigned from the position of Chief Financial Officer (CFO) of the Company and was relieved on March 26, 2025.

### 3. The number of permanent employees on rolls of the Company as on March 31, 2025:

2218

### 4. Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the salaries paid to employees other than the managerial personnel in the last financial year is 5%. Further, there was no increase in the salary of Managerial Personnel during the FY 2024-25.

Annual increments to employees are based on their individual performance, potential and contribution to the Company while remuneration to managerial personnel is based on the relevant approvals of the Nomination and Remuneration committee, Board and Shareholders considering the market competitiveness, industry standards and their contribution to the growth of the Company. The increase in managerial remuneration is also primarily governed by their terms of appointment, company policy and as per the remuneration policy of the Company.

## 5. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that the remuneration paid is as per the Remuneration Policy of the Company.

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Dr. Sura Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**Date:** July 28, 2025

**Place:** Hyderabad

# Annexure – V

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2024-25

## 1. Brief outline on CSR Policy of the Company:

The Company undertakes its CSR initiatives through well-defined projects, programs, and activities in alignment with its CSR Policy. During the financial year ended March 31, 2025, the Company fulfilled its CSR obligations by implementing targeted projects and activities aimed at driving positive social impact.

In line with its vision, the Company remains committed to creating long-term value for the society and communities in which it operates. Through its services, ethical conduct, and focused initiatives, the Company strives to foster inclusive and sustainable development, reinforcing its role as a responsible corporate citizen.

## 2. Composition of CSR Committee:

| Sr. No. | Name of Director                       | Designation/Nature of Directorship     | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|--|--|--|--|
| 1.      | Mr. Shekhar Prasad Singh (Chairperson) | Non-Executive Independent Director     | 1  | 1  |
| 2.      | Dr. D. Nageshwar Reddy                 | Non-Executive Independent Director     | 1  | --   |
| 3.      | Mrs. Sura Geeta Reddy                  | Non-Executive Non-Independent Director | 1  | 1  |
| 4.      | Mr. K. Sunil Chandra                   | Executive Director                     | 1  | 1  |

## 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

CSR Committee: <https://images.vijayadiagnostic.com/investor/corporategovernance/Constitution-of-Board-Committee-Members.pdf>

CSR Policy: <https://images.vijayadiagnostic.com/website/CSR-POLICY.pdf>

CSR Activity: <https://images.vijayadiagnostic.com/website/CSR-Activities-FY23.pdf>

## 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):

Impact assessment report was not applicable for the year under review for the CSR projects undertaken by the Company.

| 5.  | (₹ in Lakhs) |
|---|--------------|
| (a) Average net profit of the company as per sub-section (5) of section 135                           | 13,793.49    |
| (b) Two percent of average net profit of the company as per sub-section (5) of section 135            | 275.87       |
| (c) Surplus arising out of the CSR Projects or programs or activities of the previous financial years | Nil          |
| (d) Amount required to be set-off for the financial year, if any.                                     | Nil          |
| (e) Total CSR obligation for the financial year [(b) + (c) - (d)].                                    | 275.87       |

## 6.

- (a) Details of CSR amount spent against ongoing projects for the financial year: **Not applicable**
- (b) Details of CSR amount spent against other than ongoing projects for the financial year: **₹ 275.87 Lakhs**
- (c) Amount spent in Administrative Overheads: **Nil**

- (d) Amount spent on Impact Assessment, if applicable: **Nil**
- (e) Total amount spent for the financial year [ a + b + c + d]: **₹ 275.87 Lakhs**
- (f) CSR amount spent or unspent for the financial year:

(₹ in Lakhs)

| Total Amount Spent for the Financial Year | Total Amount transferred to Unspent CSR Account as per section 135(6) |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) |        |                  |
|---|---|------------------|---|--------|------------------|
|   | Amount  | Date of Transfer | Name of the Fund  | Amount | Date of Transfer |
| 275.87 Lakhs                              |   |                  | Nil   |        |                  |

- (g) Excess amount for set-off if any:

(₹ in Lakhs)

| Sr. No. | Particulars   | Amount |
|---------|---|--------|
| i.      | Two percent of average net profit of the company as per section 135(5)                                    | 275.87 |
| ii.     | Total amount spent for the financial year   | 275.87 |
| iii.    | Excess amount spent for the financial year [(ii) – (i)]   | Nil    |
| iv.     | Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any | Nil    |
| v.      | Amount available for set off in succeeding financial years [(iii) – (iv)]                                 | Nil    |

## 7.

- (a) Details of Unspent CSR amount for the preceding three financial years:

(₹ in Lakhs)

| Sr. No.        | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135(6) | Amount spent in the reporting Financial Year | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any |        |                  | Amount remaining to be spent in succeeding financial years |
|----------------|--------------------------|--|--|---|--------|------------------|--|
|                |                          |  |  | Name of the fund  | Amount | Date of transfer |  |
| Not applicable |                          |  |  |   |        |                  |  |

- (b) Details of CSR amount spent in the financial year for on-going projects of the preceding financial year(s):

(₹ in Lakhs)

| Sr. No.        | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Amount spent on the project in the reporting Financial Year | Cumulative amount spent at the end of reporting Financial Year | Status of the Project – Completed/ on-going |
|----------------|------------|---------------------|---|------------------|---|--|---|
| Not applicable |            |                     |   |                  |   |  |   |

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **No**
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not applicable**

Sd/-  
**Dr. Sura Surendranath Reddy**  
Executive Chairman

Sd/-  
**Mr. Shekhar Prasad Singh**  
Chairman of CSR Committee

Sd/-  
**Ms. Sura Suprita Reddy**  
Managing Director & CEO

**Date:** July 28, 2025  
**Place:** Hyderabad

# Annexure – VI

## Employee Stock Option Plan

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2025

The Company views Employee Stock Options as instruments that would enable the Employees to share the value they would create and contribute to the Company in the years to come.

The VDCL Employee Stock Option Plan 2018 (“**ESOP Plan 2018**”) and Schemes framed thereunder is in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (“**SEBI ESOP Regulations**”).

- A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the ‘Guidance note on accounting for employee share-based payments’ issued in that regard from time to time.

The disclosures are provided in Note No. 29 to the Standalone Financial Statements of the Company for the year ending March 31, 2025.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Accounting Standard 20 - Earnings Per Share’ issued by Central Government or any other relevant accounting standards as issued from time to time: ₹13.14

- C. Details related to ESOS:

- 1) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:

| Particulars                                 | Year ended March 31, 2025  |                    |
|---|--|--------------------|
| Date of shareholders' approval              | <b>Institution/Amendment Date</b>  | <b>Date of EGM</b> |
|   | 03-05-2018   | 03-05-2018         |
|   | 25-03-2021   | 25-03-2021         |
|   | 16-08-2021   | 16-08-2021         |
|   | 11-01-2022*  | 11-01-2022*        |
|   | *Ratification of Pre-IPO ESOP Plan pursuant to Reg. 12 of SEBI ESOP Regulations vide Postal Ballot.  |                    |
| Total number of options approved under ESOS | 16,25,000  |                    |
| Vesting Requirements                        | <p>The time and performance-based options under <b>Scheme 1</b> become eligible on an annual basis at 30%, 30%, 20% and 20% over a period of four years and vesting starts from second year.</p> <p>The time and performance-based options under <b>Scheme 2</b> become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years and vesting starts from third year.</p> <p>The time-based options under <b>Scheme 3</b> become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years and vesting starts from third year.</p> <p>The time-based options under <b>Scheme 4</b> become eligible on annual basis at 100% and vest on second year from the grant date.</p> <p>The time-based options under <b>Scheme 5</b> become eligible and vest on an annual basis at 25%, 25%, and 50% over a period of three years.</p> |                    |

- 1) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including: (Contd.)

| Particulars  | Year ended March 31, 2025   |
|--|---|
|  | The time-based options under <b>Scheme 6</b> become eligible on an annual basis at 0%, 25%, 50% and 25% over a period of four years and the performance-based options under the Scheme become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years. |
| Exercise price or pricing formula                    | The Exercise Price is the fair value of the equity share as on the date of the grant or as decided by the Nomination and remuneration committee.  |
| Maximum term of options granted                      | Four (4) years  |
| Source of shares (primary, secondary or combination) | Primary   |
| Variation in terms of options                        | There was no variation in terms of options outstanding during FY 2024-2025.   |

- 2) Method used to account for ESOS – **Fair value**
- 3) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed - **Not applicable**.
- 4) Option movement during the year (For each ESOS):

| Particulars   | Details        |
|---|----------------|
| Number of options outstanding at the beginning of the period                                  | 478,622        |
| Number of options granted during the year   | 241,470        |
| Number of options forfeited/lapsed during the year  | 86,911         |
| Number of options vested during the year  | 60,185         |
| Number of options exercised during the year   | 2,90,585       |
| Number of shares arising as a result of exercise of options                                   | 2,90,585       |
| Money realized by exercise of options (INR), if scheme is implemented directly by the company | ₹4,10,41,450   |
| Loan repaid by the Trust during the year from exercise price received                         | Not applicable |
| Number of options outstanding at the end of the year  | 3,42,596       |
| Number of options exercisable at the end of the year  | 60,185         |

- 5) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

| Grant                  | Grant Date  | Number of options granted | Number of options Outstanding | Exercise Price (In ₹) | Fair Value at grant date (In ₹) |
|------------------------|-------------|---------------------------|-------------------------------|-----------------------|---------------------------------|
| 1 <sup>st</sup> Grant  | 10-May-2018 | 4,63,750                  | -                             | 220.00                | 220.10                          |
| 2 <sup>nd</sup> Grant  | 31-Oct-2018 | 9,000                     | -                             | 233.90                | 233.90                          |
| 3 <sup>rd</sup> Grant  | 1-Apr-2019  | 75,780                    | -                             | 236.90                | 236.90                          |
| 4 <sup>th</sup> Grant* | 25-Mar-2021 | 8,66,853                  | 2,73,450                      | 111.12                | 111.12                          |
| 5 <sup>th</sup> Grant  | 29-May-2023 | 2,51,291                  | 2,05,172                      | 318.00                | 376.05                          |
| 6 <sup>th</sup> Grant  | 08-May-2024 | 2,41,470                  | 1,66,510                      | 519.00                | 666.05                          |

\*The options are post subdivision of equity shares and after impact of bonus issue.

6) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –

i. Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

| Sr. No. | Name of the Employee              | Designation             | No. of Options granted | Exercise Price (₹) |
|---------|-----------------------------------|-------------------------|------------------------|--------------------|
| 1.      | Narasimha Raju Kolukuluri Appala* | Chief Financial Officer | 20,000                 | 519                |
| 2.      | Sheshadri Vasana B S*             | Chief Operating Officer | 50,000                 | 519                |

\*Lapsed during the year due to resignation

ii. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year:

| Sr. No. | Name of the Employee              | Designation             | No. of Options granted | Exercise Price (₹) |
|---------|-----------------------------------|-------------------------|------------------------|--------------------|
| 3.      | Narasimha Raju Kolukuluri Appala* | Chief Financial Officer | 20,000                 | 519                |
| 4.      | Sheshadri Vasana B S*             | Chief Operating Officer | 50,000                 | 519                |

\*Lapsed during the year due to resignation

iii. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: **Nil**

7) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model:

The method used and the assumptions made to incorporate the effects of expected early exercise:

How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility:

Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition:

The disclosures are provided in Note No. 29 to the Standalone Financial Statements of the Company for the year ending March 31, 2025.

## Disclosures in respect of grants made in three years prior to IPO under each ESOS

All the disclosures provided above pertain to the options granted in the three years prior to the IPO.

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Dr. Sura Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**Date:** July 28, 2025  
**Place:** Hyderabad

# Corporate Governance Report

The Corporate Governance Report of Vijaya Diagnostic Centre Limited ("the Company" or "VDCL") has been prepared in compliance to the requirements of Regulations 17 to 27, read with Schedule V and Clauses (b) to (i) and (t) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), as applicable, with regard to corporate governance.

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance at VDCL reflects our commitment to conducting business with integrity, transparency, and accountability. It ensures the efficient management of the Company's affairs in a fair and responsible manner, aimed at maximizing long-term value for all stakeholders.

At VDCL, we are committed to upholding the highest ethical standards in all our interactions. We strive to foster relationships built on trust and responsibility, conducting our business with dignity and a strong sense of purpose. Our governance practices are designed to ensure transparency, independence, and accountability across all levels of the organization.

The Company remains focused on its vision of delivering reliable, accurate, and high-quality diagnostic services to its customers. We are dedicated to providing patient-centric services while maintaining responsible and ethical business conduct.

As we continue to grow, VDCL remains steadfast in its goal of being a consistent value creator for all stakeholders. We aim to achieve this by utilizing our resources efficiently, upholding professional standards, and honoring our commitments to customers, employees, partners, vendors, regulatory bodies, and the broader community.

## 2. BOARD OF DIRECTORS:

i. Your Company has an optimum combination of Executive and Non-Executive Directors including a Woman Director. As at the end of March 31, 2025, the Board of Directors of the Company comprised of 8 (Eight) Directors out of which 3 (Three) are Executive Directors, 1 (One) Non-Executive Non-Independent Director and 4 (four) Non-Executive Independent Directors, including 1(One) Woman Independent Director. The composition of the Board is in conformity with Regulation 17 of Listing Regulations read with Section 149 and 152 of the Companies Act, 2013 ("the act"). The Composition of the Board as of March 31, 2025, is given below:

| Category of Directors                      | Name of Directors                                 | No. of Directors | %      |
|--|---|------------------|--------|
| Executive Directors                        | 1. Dr. S. Surendranath Reddy* (Chairman)          | 3                | 37.50% |
|  | 2. Mr. Sunil Chandra Kondapally®                  |                  |        |
|  | 3. Ms. S. Suprita Reddy (Managing Director & CEO) |                  |        |
| Non - Independent Non- Executive Directors | 1. Mrs. S. Geeta Reddy                            | 1                | 12.50% |
| Independent Directors                      | 1. Mr. C. Satyanarayana Murthy                    | 4                | 50.00% |
|  | 2. Mr. Shekhar Prasad Singh                       |                  |        |
|  | 3. Dr. D. Nageshwar Reddy                         |                  |        |
|  | 4. Dr. Manjula Anagani                            |                  |        |

\*Re-appointed for a period of five (5) years as an Executive Director & Chairman of the Company w.e.f. October 1, 2024, pursuant to the approval of the Board of Directors at their Meeting held on May 8, 2024, and subsequently approved by the shareholders of the Company at the Annual General Meeting held on September 6, 2024.

®Re-appointed for a period of five (5) years as an Executive Director of the Company w.e.f. October 1, 2024, pursuant to the approval of the Board of Directors at their Meeting held on May 8, 2024, and subsequently approved by the shareholders of the Company at the Annual General Meeting held on September 6, 2024.

## ii. Board Meetings:

The Board of Directors meets at regular intervals to deliberate on key business matters, formulate policies, and define the strategic direction of the Company. All Board and Committee meetings are scheduled well in advance and communicated to the Directors in a timely manner, enabling them to plan their schedules accordingly and ensure active and meaningful participation in the decision-making process.

During the financial year 2024-25, Five (5) meetings of the Board were held. The gap between the two board meetings was within the limit prescribed under Section 173(1) of the Act and Regulation 17(2) of the Listing Regulations. The details of the Board Meeting held during the year are as under:

| Sr. No. | Date of Board Meeting | No. of Attendances | No. of Attendances |        |
|---------|-----------------------|--------------------|--------------------|--------|
|         |                       |                    | Male               | Female |
| 1.      | May 8, 2024           | 7                  | 4                  | 3      |
| 2.      | June 26, 2024         | 8                  | 5                  | 3      |
| 3.      | August 5, 2024        | 8                  | 5                  | 3      |
| 4.      | November 7, 2024      | 6                  | 4                  | 2      |
| 5.      | February 12, 2025     | 6                  | 4                  | 2      |

## iii. Details of the attendance of Directors and other Directorship/Committee positions, etc.:

- (a) The names and categories of the Directors on the Board, their attendance at the Board meetings held during the year and at the last Annual General meeting ("AGM") held through Video conferencing/Other Audio-Visual Means, and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2025, are given below:

| Name of Director(s)                          | Date of Board Meetings                      |               |                |                  |                   | Attendance at the last AGM held on September 6, 2024 |
|--|---|---------------|----------------|------------------|-------------------|--|
|  | Whether attended the Board Meeting "Yes/No" |               |                |                  |                   |  |
|  | May 8, 2024                                 | June 26, 2024 | August 5, 2024 | November 7, 2024 | February 12, 2025 |  |
| Dr. S. Surendranath Reddy (DIN: 00108599)    | Yes   | Yes           | Yes            | Yes              | Yes               | Yes  |
| Mr. Sunil Chandra Kondapally (DIN: 01409332) | Yes   | Yes           | Yes            | No               | No                | Yes  |
| Ms. S. Suprita Reddy (DIN: 00263618)         | Yes   | Yes           | Yes            | Yes              | Yes               | Yes  |
| Mrs. S. Geeta Reddy (DIN: 01073233)          | Yes   | Yes           | Yes            | Yes              | No                | Yes  |
| Mr. C. Satyanarayana Murthy (DIN: 00142138)  | Yes   | Yes           | Yes            | Yes              | Yes               | Yes  |
| Mr. Shekhar Prasad Singh (DIN: 00969209)     | Yes   | Yes           | Yes            | Yes              | Yes               | Yes  |
| Dr. D. Nageshwar Reddy (DIN: 00324725)       | No  | Yes           | Yes            | Yes              | Yes               | Yes  |
| Dr. Manjula Anagani (DIN: 03501757)          | Yes   | Yes           | Yes            | No               | Yes               | No   |

- (b) The composition and category of Directors, the number of Directorships and Committee Chairpersonships/ Memberships held by them, and Directorships held by them in other listed entities as on March 31, 2025:

| Name of Director(s)          | Directorships in other Public Companies <sup>^</sup> (excluding VDCL) | Number of Committee Positions held in other Public Companies <sup>#</sup> (excluding VDCL) |          | Directorship in other listed Companies* (category of Directorships) as on March 31, 2025 |                           | No. of shares of ₹1/- each held in the Company <sup>@</sup> |
|------------------------------|---|--|----------|--|---------------------------|---|
|                              |   | Member   | Chairman | Name of Listed Entity  | Category of Directorship  |   |
| Dr. S. Surendranath Reddy    | 1   | 2  | -        | Medinova Diagnostic Services Limited   | Non-Executive Director    | 3,31,66,309   |
| Mr. Sunil Chandra Kondapally | 1   | -  | -        | Medinova Diagnostic Services Limited   | Managing Director         | 81,86,388   |
| Ms. S Suprita Reddy          | -   | -  | -        | -  | -                         | 89,71,660   |
| Mrs. S. Geeta Reddy          | -   | -  | -        | -  | -                         | 40,58,638   |
| Mr. C. Satyanarayana Murthy  | 1   | 2  | 2        | Gland Pharma Limited   | Non-Executive Independent | -   |
| Mr. Shekhar Prasad Singh     | -   | -  | -        | -  | -                         | -   |
| Dr. D. Nageshwar Reddy       | -   | -  | -        | -  | -                         | -   |
| Dr. Manjula Anagani          | -   | -  | -        | -  | -                         | -   |

<sup>^</sup>For the purpose of reckoning Directorship/Committees position on which a Director serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies, high value Debt listed entities and companies under Section 8 of the Companies Act, 2013 or Section 25 of the Companies Act, 1956, have been excluded.

<sup>#</sup>Only Audit Committee and Stakeholders' Relationship Committee are considered for reckoning committee positions as per Regulation 26(1)(b) of the SEBI Listing Regulations.

<sup>\*</sup>Regulation 17A of the Listing Regulations provides for the inclusion of Equity Listed & High Value Debt Listed entities reckoning the directorship in the listed entity.

<sup>@</sup>Company has not issued any convertible instruments.

#### iv. Disclosure of relationships between directors inter-se:

- Dr. S. Surendranath Reddy and Mrs. S Geeta Reddy are husband and wife.
- Ms. S Suprita Reddy is the daughter of Dr. S. Surendranath Reddy and Mrs. S. Geeta Reddy.
- Mr. Sunil Chandra Kondapally is the son of Dr. S. Surendranath Reddy and Mrs. S. Geeta Reddy.
- None of the other directors is related to any other director on the Board.
- None of the independent directors is related to the promoter or promoter group.

#### v. Familiarisation program for Independent Directors:

The Company has established a structured framework to familiarize its Independent Directors with the Company's business model, industry landscape, and the regulatory environment in which it operates. This includes providing insights into their roles, responsibilities, and rights as Directors, as well as updates on key developments, amendments to applicable laws, rules, and regulations relevant to the Company and to Independent Directors. The familiarization process is designed to enable them to contribute effectively to the Board's functioning and decision-making.

The details of the familiarization programmes imparted to Independent Directors is hosted on the website of the Company and can be accessed through the following web link at <https://www.vijayadiagnostic.com/investors/governance-policies>

## vi. Skills/expertise/competencies identified by the Board of Directors:

At VDCL, we firmly believe that the collective effectiveness of the Board plays a critical role in driving the Company's performance. Accordingly, the Board strives to maintain an optimal balance of skills, experience, and diversity among its members. In line with the size, scale, and nature of the Company's operations, the Board has identified key areas of expertise and competencies that are considered essential. These include leadership and operational excellence, strategic planning, industry-specific experience, technical proficiency, research and innovation, global business exposure, finance, legal, corporate governance, and risk management. This well-rounded composition ensures that the Board is equipped to provide effective oversight and strategic direction.

The Board has identified the following core skills/expertise/competencies as required in the context of its business(es) and sector(s) for it to function effectively and those available with the Board.

| Core Skill/<br>Expertise   | Dr. S.<br>Surendranath<br>Reddy | Mr. Sunil<br>Chandra<br>Kondapally | Mrs. S.<br>Geeta<br>Reddy | Ms. S.<br>Suprita<br>Reddy | Mr. C.<br>Satyanarayana<br>Murthy | Mr. Shekhar<br>Prasad<br>Singh | Dr. D.<br>Nageshwar<br>Reddy | Dr. Manjula<br>Anagani |
|--|---------------------------------|------------------------------------|---------------------------|----------------------------|-----------------------------------|--------------------------------|------------------------------|------------------------|
| Exposure and understanding of corporate governance, systems and control      | ✓                               | ✓                                  | ✓                         | ✓                          | ✓                                 | ✓                              | ✓                            | ✓                      |
| Proven business capability, people of integrity and reputation               | ✓                               | ✓                                  | ✓                         | ✓                          | ✓                                 | ✓                              | ✓                            | ✓                      |
| Experience in healthcare industry  | ✓                               | ✓                                  | ✓                         | ✓                          | ✓                                 | ✓                              | ✓                            | ✓                      |
| Experience in handling senior level responsibility                           | ✓                               | ✓                                  | ✓                         | ✓                          | ✓                                 | ✓                              | ✓                            | ✓                      |
| Background in finance, risk management and control                           | ✓                               | ✓                                  | ✓                         | ✓                          | ✓                                 | ✓                              | ✓                            | ✓                      |
| Business Development   | ✓                               | ✓                                  | ✓                         | ✓                          | ✓                                 | ✓                              | ✓                            | ✓                      |
| Experience in understanding the dynamics of the legal and regulatory aspects | ✓                               | ✓                                  | ✓                         | ✓                          | ✓                                 | ✓                              | ✓                            | ✓                      |

## vii. Independent Directors:

The Independent Directors of the Company have been appointed in accordance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations, and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to all Independent Directors, outlining their roles, responsibilities, and terms of engagement. The terms and conditions of their appointment are also available on the Company's website at the following web link: <https://www.vijayadiagnostic.com/investors/terms-appointment>

The Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, read with Regulation 16(1) (b) of the SEBI Listing Regulations. Further, in accordance with Regulation 25(8) of the Listing Regulations, the Independent Directors have affirmed that they are not aware of any circumstances or situations that exist or may reasonably be anticipated, which could impair or impact their ability to discharge their duties as Independent Directors of the Company.

The Board is of the opinion that the Independent Directors fulfil the conditions specified in the Act and the Listing Regulations and that they are independent of the management. No Independent Director had resigned during the Financial Year 2024-25.

A separate meeting of Independent Directors of the Company without the presence of the Executive Directors & Management Representatives was held on February 12, 2025, as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations. At the said meeting, the Independent Directors:

- reviewed the performance of Non-Independent Directors and the Board of Directors as a whole;
- reviewed the performance of the Chairman of the Company;
- assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

During the year ended March 31, 2025, the Committee met 6 (Six) times. The composition and details of attendance of the members in the meetings are as follows:

| Name of Members & Designation             | Category of Directors              | Date of Audit Committee Meetings       |              |               |                |                  |                   |
|---|------------------------------------|--|--------------|---------------|----------------|------------------|-------------------|
|   |                                    | Whether attended the meetings "Yes/No" |              |               |                |                  |                   |
|   |                                    | May 8, 2024                            | May 28, 2024 | June 26, 2024 | August 5, 2024 | November 7, 2024 | February 12, 2025 |
| Mr. C. Satyanarayana Murthy (Chairperson) | Non-Executive Independent Director | Yes                                    | Yes          | Yes           | Yes            | Yes              | Yes               |
| Mr. Shekhar Prasad Singh (Member)         | Non-Executive Independent Director | Yes                                    | Yes          | Yes           | Yes            | Yes              | Yes               |
| Dr. D. Nageshwar Reddy (Member)           | Non-Executive Independent Director | No                                     | Yes          | Yes           | Yes            | Yes              | Yes               |

The Company Secretary acts as the Secretary to the Audit Committee. The Head of the Finance & Accounts Department, along with the Statutory Auditors, Secretarial Auditors and Internal Auditors, are invited to attend the meetings of the Audit Committee, as and when required. The Committee is responsible for reviewing various aspects of the Company's financial reporting, including the quarterly, half-yearly, and annual financial results. It also examines the adequacy and effectiveness of internal control systems and internal audit functions, compliance with applicable accounting standards, and the Company's financial and risk management policies. The Committee reports its observations and recommendations to the Board of Directors for consideration and appropriate action.

### 3. COMMITTEES OF THE BOARD OF DIRECTORS:

The Board of Directors of the Company has constituted various Committees in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The details of the Committees constituted by the Board are as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

#### A. Audit Committee:

The Audit Committee of the Company has been duly constituted by the Board in compliance with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. As on March 31, 2025, the Committee comprised of 3 (Three) Non-Executive Independent Directors as its members. The Chairperson of the Committee is an Independent Director.

The brief terms of reference of Audit Committee are as under:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of our Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the director's responsibility statement to be included in the Board's report, in terms of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions; and
  - (g) Qualifications and modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Examination of the financial statement and auditor's report thereon;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as may be required/mandated as per the provisions of the Companies Act, 2013, Listing Agreements and/or any other applicable laws;
- Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- Considering and commenting on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

## B. Nomination And Remuneration Committee:

The Nomination and Remuneration Committee has been duly constituted as per Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013.

During the year ended March 31, 2025, the Committee met 1 (one) time on May 8, 2024. The composition and attendance of the members of the Committee are as follows:

| Name of Member & Designation              | Category                             | Whether attended the Meeting "Yes/No" |
|---|--------------------------------------|---------------------------------------|
| Mr. C. Satyanarayana Murthy (Chairperson) | Non - Executive Independent Director | Yes                                   |
| Mr. Shekhar Prasad Singh (Member)         | Non - Executive Independent Director | Yes                                   |
| Mrs. S. Geeta Reddy (Member)              | Non - Executive Director             | Yes                                   |

The brief terms of reference of Nomination and Remuneration Committee are as under:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;  
The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
  - the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- Formulating criteria for evaluation of performance of independent directors and the Board of Directors;

- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of directors their appointment and removal;
- Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommending to the board, all remuneration, in whatever form, payable to senior management;
- Administering, monitoring and formulating detailed terms and conditions of the ESOP Plan 2018 and ESOP Schemes 2018 including any amendments made thereto, and any other employee stock option plan that the Company adopts in the future;
- Carrying out any other function as is mandated by the Board from time to time and/or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;
- Performing such other functions as may be necessary or appropriate for the performance of its duties as prescribed under applicable laws;
- Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
  - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable.

### Performance evaluation criteria:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out the annual performance evaluation of the following:

- The Board as a whole;
- Individual Directors, including Independent Directors;
- The Chairperson of the Board; and
- The Committees of the Board.

The evaluation was conducted through structured questionnaires designed for each of the above categories. The questionnaires encompassed various qualitative and quantitative parameters relevant to

the roles and responsibilities, including an option for providing additional comments and suggestions for improvement. Each parameter was rated on a scale of 1 to 5, facilitating a comprehensive and objective assessment of performance.

The evaluation of the Board's performance was based on a broad set of criteria, including Board composition and quality, conduct of Board meetings and procedures, Board development, strategic oversight and risk management, Board-management relations, and the Board's commitment to stakeholder value and responsibility.

The performance of various Committees of the Board was evaluated based on parameters such as the effectiveness in discharging their functions and duties, the quality of interactions with management, and the conduct and frequency of Committee meetings.

The performance evaluation of individual Directors, including Independent Directors, was carried out based on various criteria such as active participation in Board and Committee meetings, interpersonal and professional conduct, domain knowledge and skills, leadership qualities, involvement in strategy formulation and execution, financial acumen, relationship with fellow Board members, external stakeholder engagement, oversight of human resource matters, understanding of products/services, and other personal attributes.

The responses received from individual Directors on the structured questionnaires for evaluation of the Board, its committees, individual Directors, and the Chairperson were collated and analysed. The Directors expressed their satisfaction with the overall evaluation process and its outcomes.

Further, in accordance with the requirements of the SEBI Listing Regulations, the Independent Directors held a separate meeting to evaluate the performance of Non-Independent Directors, the Board as a whole, and the Chairperson. They also reviewed the quality, quantity, and timeliness of the flow of information between the Company's management and the Board and expressed satisfaction with the same.

### C. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations. Dr. D. Nageshwar Reddy, Independent Director is the Chairman of this Committee.

During the year ended March 31, 2025, the Committee met one (1) time on February 12, 2025. The composition and attendance of the members of the Committee are as follows:

| Name of Member & Designation          | Category                             | Whether attended the Meeting "Yes/No" |
|---------------------------------------|--------------------------------------|---------------------------------------|
| Dr. D. Nageshwar Reddy (Chairperson)  | Non – Executive Independent Director | Yes                                   |
| Mr. C. Satyanarayana Murthy (Member)  | Non – Executive Independent Director | Yes                                   |
| Mr. Sunil Chandra Kondapally (Member) | Executive Director                   | No                                    |

The brief terms of reference of Stakeholders' Relationship Committee are as under:

- To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- To review of measures taken for effective exercise of voting rights by shareholders;
- To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or the SEBI Listing Regulations or by any other regulatory authority.

## Name and designation of Compliance Officer:

### Mr. Hansraj Singh,

Company Secretary and Compliance Officer

Contact No.: +91 40 23420411

Email ID for investor grievances: [ir@vijayadiagnostic.in](mailto:ir@vijayadiagnostic.in)

## Investor Complaints:

During the financial year ended March 31, 2025, the Company has not received any complaint from investors. Number of complaints not resolved to the satisfaction of shareholders is nil and there were no pending complaints at the year end.

## D. RISK MANAGEMENT COMMITTEE:

The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 of the SEBI Listing Regulations. As on March 31, 2025, the Risk Management Committee comprised of 1 (One) Independent Director, 2 (Two) Executive Directors.

During the year ended March 31, 2025, the Committee met 2 (Two) times. The date of Meeting and details of composition and attendance of the members of the Committee are as follows:

| Name of Member & Designation             | Category                             | Date of Meetings                      |                   |
|--|--------------------------------------|---------------------------------------|-------------------|
|  |                                      | Whether attended the Meeting "Yes/No" |                   |
|  |                                      | August 5, 2024                        | February 12, 2025 |
| Mr.SunilChandra Kondapally (Chairperson) | Executive Director                   | Yes                                   | No                |
| Dr. D.Nageshwar Reddy (Member)           | Non - Executive Independent Director | Yes                                   | Yes               |
| Ms. S. Suprita Reddy (Member)            | Managing Director & CEO              | Yes                                   | Yes               |

The brief terms of reference of Risk Management Committee are as under:

- To formulate a detailed risk management policy this shall include:
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

## Senior Management:

The particulars of Senior Management Personnel as on March 31, 2025, are as follows:

| Sr. No. | Name                   | Designation                            | Change (Appointment/ Resignation) during FY 2024-25 |
|---------|------------------------|--|---|
| 1.      | Ms. S Suprita Reddy    | Managing Director & CEO                | -   |
| 2.      | Mr. Narasimha Raju KA* | Chief Financial Officer (CFO)          | Resigned & Relieved w.e.f. March 26, 2025           |
| 3.      | Mr. Sheshadri Vasan^   | Chief Operating Officer (COO)          | Resigned & Relieved w.e.f. November 6, 2024         |
| 4.      | Mr. Hansraj Singh      | Company Secretary & Compliance Officer | -   |

\*Mr. Narasimha Raju, CFO, had resigned from the position of CFO of the Company and he was relieved from his duty with effect from March 26, 2025.

^Mr. Sheshadri Vasan, COO, had resigned from his position of COO of the Company with effect from November 6, 2024.

## E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board in compliance with the requirements of Section 135 of the Act.

During the year ended March 31, 2025, the Committee met one (1) time on May 8, 2024. The composition and attendance of the members of the Committee are as follows:

| Name of Member & Designation           | Category                             | Whether attended the Meeting "Yes/No" |
|--|--------------------------------------|---------------------------------------|
| Mr. Shekhar Prasad Singh (Chairperson) | Non - Executive Independent Director | Yes                                   |
| Dr. D. Nageshwar Reddy (Member)        | Non - Executive Independent Director | No                                    |
| Mrs. S. Geeta Reddy (Member)           | Non-Executive Director               | Yes                                   |
| Mr. Sunil Chandra Kondapally (Member)  | Executive Director                   | Yes                                   |

The brief terms of reference of Corporate Social Responsibility Committee are as under:

- Formulation of a corporate social responsibility policy to the Board, indicating the activities to be undertaken by the Company in areas or subject specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules there under;
- Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;
- Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;
- Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

- Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and
- Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

The detailed CSR Policy is available on the website of the Company and can be accessed through the following web link: <https://images.vijayadiagnostic.com/website/CSR-POLICY.pdf>

## 4. REMUNERATION OF DIRECTORS:

### (a) Disclosures with respect to remuneration:

The details of remuneration paid to Directors for the Financial Year ended March 31, 2025, is given below:

#### Executive Directors:

| Name of the Directors        | Remuneration (in ₹) |
|------------------------------|---------------------|
| Dr. S. Surendranath Reddy    | 2,00,00,000/-       |
| Mr. Sunil Chandra Kondapally | 1,00,00,000/-       |
| Ms. S. Suprita Reddy         | 2,75,00,000/-       |

#### Non-Executive Independent Directors:

| Name of the Directors       | Consolidated Remuneration by way of Commission (in ₹) |
|-----------------------------|---|
| Mr. C. Satyanarayana Murthy | 12,00,000/-   |
| Mr. Shekhar Prasad Singh    | 12,00,000/-   |
| Dr. D. Nageshwar Reddy      | 12,00,000/-   |
| Dr. Manjula Anagani         | 12,00,000/-   |

- The details of fixed component and performance linked incentives, along with the performance criteria: The shareholders of the Company have approved the payment of fixed remuneration to Executive Directors. There has been no performance linked incentive payable to them.
- Service contracts, notice period, severance fees: Company doesn't have any service contracts with any of the Directors. There is no separate provision for payment of severance fee to Directors. The notice period for their employments will be governed by the rules of the company.

- Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: None of the Directors have been allotted any stock options under the ESOP Plan of the Company.

**(b)** During the year under review, there was no pecuniary relationship or transaction between the Company and any of its Non-Executive Independent Directors apart from payment of consolidated remuneration by way of commission. Mrs. Sura Geeta Reddy, Non-Executive Non-Independent Director of the Company has given certain premise(s) on lease to the Company, for operating diagnostic centres in earlier years. The Company has paid her lease rentals for the aforesaid leased premises at regular intervals. The details of the same are provided in notes to financial statements.

### **(c) Criteria for making payments to Non-Executive Directors:**

Non-Executive Independent Directors of the Company are being paid consolidated remuneration by way of Commission at the rate of 0.5% of consolidated net profits of the Company subject to maximum of ₹12,00,000/- p.a. Currently Company have one Non-Executive Non-Independent Director, and no amount is being paid to the said Director.

The Nomination and Remuneration Policy of the Company, inter alia, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on Company's website under the web link: <https://images.vijayadiagnostic.com/investor/corporategovernance/NOMINATION-REMUNERATION-POLICY.pdf>

## **5. GENERAL BODY MEETINGS:**

### **(a) Details of the last three Annual General Meetings are as under:**

| Particulars         | F.Y. 2021-22   | F.Y. 2022-23   | F.Y. 2023-24   |
|---------------------|--|--|--|
| Date                | September 28, 2022   | September 20, 2023   | September 6, 2024  |
| Time                | 03:00 p.m.   | 03:00 p.m.   | 11:30 a.m.   |
| Venue               | Held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).         | Held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).  | Held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).  |
| Special Resolutions | Extension of loan to Medinova Diagnostic Services Limited, Subsidiary Company. | <ol style="list-style-type: none"> <li>1. Revise the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.</li> <li>2. Revise the limit under Section 180(1)(a) of the Companies Act, 2013, for creation of charge on the assets of the Company, both present and future, in respect of its borrowings.</li> <li>3. Appointment of Ms. Sura Suprita Reddy (DIN: 00263618) as Managing Director &amp; Chief Executive Officer (MD &amp; CEO) of the Company, not liable to retire by rotation and approve the remuneration payable to her.</li> </ol> | <ol style="list-style-type: none"> <li>1. Consider and approve the re-appointment of Dr. Sura Surendranath Reddy (DIN: 00108599) as a Whole-Time Director and Chairman of the Company for a term of five (5) years.</li> <li>2. Consider and approve the re-appointment of Mr. Sunil Chandra Kondapally (DIN: 01409332) as a Whole-Time Director of the Company for a term of five (5) years.</li> </ol> |

## (b) Postal Ballot:

During the Financial Year 2024-25, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Listing Regulations, no special resolutions were passed by the company through postal ballot.

Currently, there are no foreseen businesses that may be transacted through Postal Ballot. Special resolutions, if any, required to be passed in future through Postal ballot would be decided at the relevant time and would be accordingly communicated to the shareholders.

## 6. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual financial results of the Company are uploaded on NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre in accordance with the requirements of SEBI Listing Regulations. The financial results are displayed on BSE and NSE websites. The Financial Results are also published in 'Financial Express' (English) and 'Nava Telangana' (Telugu) newspapers and posted on the Company's website at [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com). In terms of the Listing Regulations, the Company has a designated email ID for dealing with Investors' complaints viz., [ir@vijayadiagnostic.in](mailto:ir@vijayadiagnostic.in)

The results along with presentations made by the Company to Analysts/Investors are also intimated to the Stock Exchanges and on hosted on the website of the Company viz. [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com)

The Company organizes quarterly investor earnings call(s) to discuss the financial results and investor queries were answered by the Senior Management of the Company during such call. The audio recording and transcripts of the said earnings calls were disclosed to the Stock Exchanges and hosted on our website viz. [www.vijayadiagnostic.com](http://www.vijayadiagnostic.com). All the official news releases will be displayed at website of the Company.

## 7. GENERAL SHAREHOLDER INFORMATION:

### (a) Annual General Meeting (AGM):

**Day & Date:** Friday, September 05, 2025

**Time:** 11:00 a.m. (IST)

**Venue:** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

### (b) Financial Year (April 1, 2025 to March 31, 2026)

- First Quarterly Results: on or before August 14, 2025
- Second Quarterly Results: on or before November 14, 2025
- Third Quarterly Results: on or before February 14, 2026
- Audited Yearly Results for the year ending March 31, 2026: on or before May 30, 2026
- Annual General Meeting for the year March 31, 2026: on or before September 30, 2026

**(c)** The Dividend, if declared at the AGM, will be paid on or before 30 (thirty) days from the date of the AGM.

## (d) Stock Exchanges where company's share are listed and Scrip code:

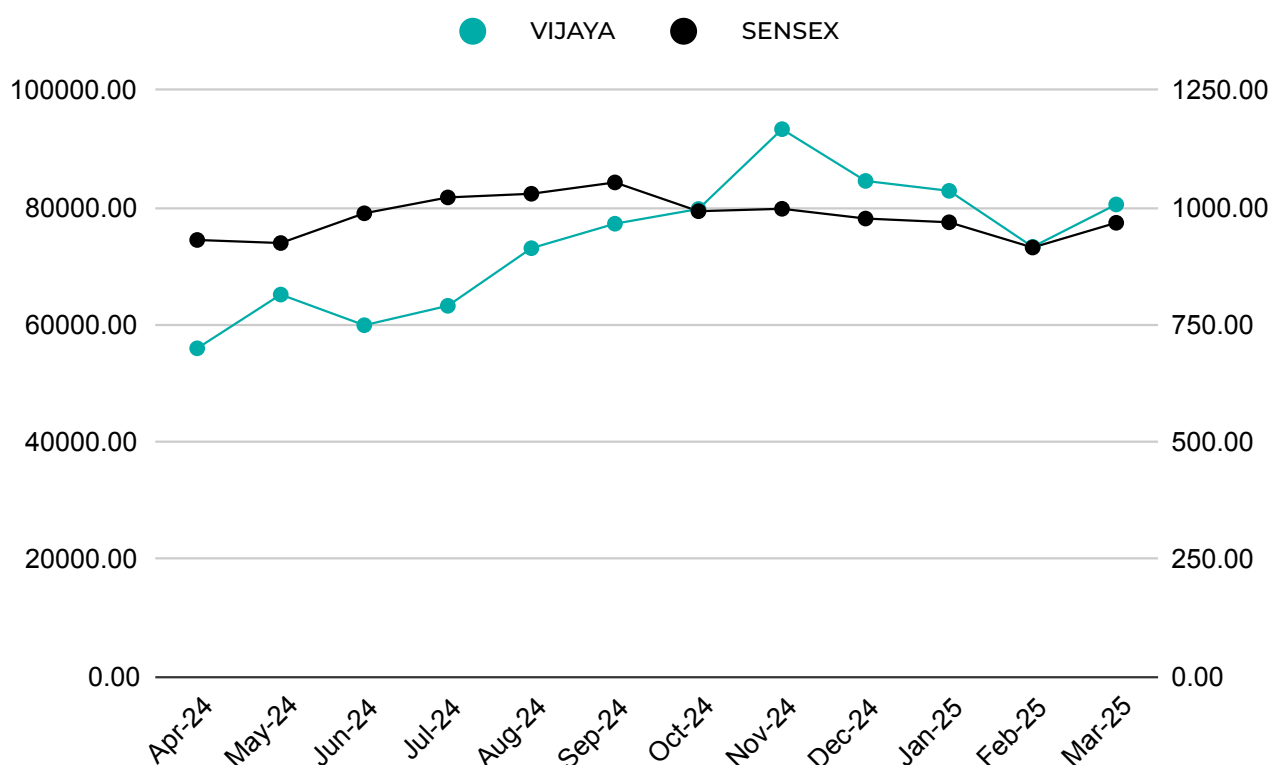
| Name of the Stock Exchange                     | Security Code/Symbol | Address   |
|--|----------------------|---|
| National Stock Exchange of India Limited (NSE) | VIJAYA               | Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 |
| BSE Limited (BSE)                              | 543350               | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001                           |

The Company has paid the Annual Listing fees for the financial year 2025-26 to each of the Stock exchanges, where the equity shares of the Company are listed.

**(e) Market price of the Company's equity shares (closing share price) in comparison to BSE SENSEX and NSE NIFTY during each month in the FY 2024-25:**

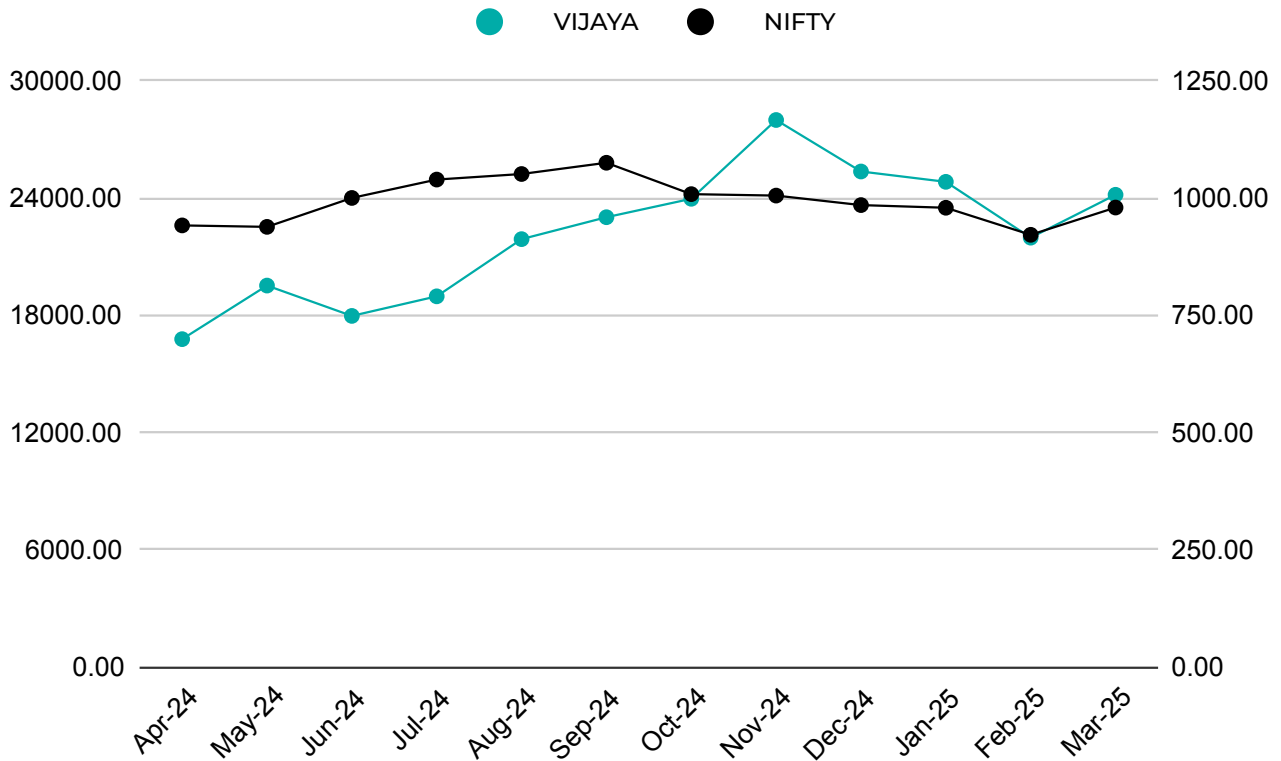
**BSE Limited:**

| Month  | SENSEX    |           | VIJAYA   |          |
|--------|-----------|-----------|----------|----------|
|        | High      | Low       | High     | Low      |
| Apr-24 | 75,124.28 | 71,816.46 | 719.50   | 629.15   |
| May-24 | 76,009.68 | 71,866.01 | 844.25   | 654.75   |
| Jun-24 | 79,671.58 | 70,234.43 | 879.30   | 740.45   |
| Jul-24 | 81,908.43 | 78,971.79 | 862.35   | 725.40   |
| Aug-24 | 82,637.03 | 78,295.86 | 937.80   | 763.10   |
| Sep-24 | 85,978.25 | 80,895.05 | 986.80   | 863.05   |
| Oct-24 | 84,648.40 | 79,137.98 | 1,125.00 | 891.00   |
| Nov-24 | 80,569.73 | 76,802.73 | 1,250.00 | 950.00   |
| Dec-24 | 82,317.74 | 77,560.79 | 1,181.10 | 1,002.55 |
| Jan-25 | 80,072.99 | 75,267.59 | 1,276.75 | 899.20   |
| Feb-25 | 78,735.41 | 73,141.27 | 1,191.05 | 839.00   |
| Mar-25 | 78,741.69 | 72,633.54 | 1,159.00 | 895.40   |



## National Stock Exchange of India Limited:

| Month  | NIFTY    |          | VIJAYA  |         |
|--------|----------|----------|---------|---------|
|        | High     | Low      | High    | Low     |
| Apr-24 | 22783.35 | 21777.65 | 720.00  | 636.60  |
| May-24 | 23110.80 | 21821.05 | 844.45  | 654.55  |
| Jun-24 | 24174.00 | 21281.45 | 880.00  | 730.00  |
| Jul-24 | 24999.75 | 23992.70 | 863.70  | 745.00  |
| Aug-24 | 25268.35 | 23893.70 | 939.00  | 763.70  |
| Sep-24 | 26277.35 | 24753.15 | 988.65  | 872.00  |
| Oct-24 | 25907.60 | 24073.90 | 1107.65 | 885.25  |
| Nov-24 | 24537.60 | 23263.15 | 1249.95 | 951.90  |
| Dec-24 | 24857.75 | 23460.45 | 1182.05 | 1018.00 |
| Jan-25 | 24226.70 | 22786.90 | 1275.00 | 898.50  |
| Feb-25 | 23807.30 | 22104.85 | 1192.00 | 740.00  |
| Mar-25 | 23869.60 | 21964.60 | 1159.40 | 895.00  |



**(f) Suspension of shares of the Company from trading:**

The shares of the Company are not suspended from trading during the financial year under review.

**(g) Registrar and Share Transfer Agent:****KFin Technologies Limited**

Selenium Tower B, Plot Nos. 31 & 32,  
Financial District Nanakramguda, Serilingampally,  
Hyderabad – 500032, Telangana, India.

Toll: 1800-3094-001

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Website: [www.kfintech.com](http://www.kfintech.com)

**(h) Share Transfer System, Dematerialisation of shares and liquidity:**

The equity shares of the Company are compulsorily traded in dematerialised form. In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, request for effecting transfer of securities shall be processed only if the shares are in dematerialised form in depository. Further transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. As on date of this report, all the shares of the Company are in dematerialised form, and no shares are held in physical form. The equity shares of the Company are actively traded at NSE & BSE.

**(i) Distribution of shareholding:**

Distribution of shareholding as on March 31, 2025, is as given below:

| Sr. No. | Category (Amount) | Cases  | % of Cases | Amount      | % of Amount |
|---------|-------------------|--------|------------|-------------|-------------|
| 1.      | 1-5000            | 66,679 | 99.7144    | 36,44,085   | 3.5505      |
| 2.      | 5001- 10000       | 65     | 0.0972     | 4,72,785    | 0.4606      |
| 3.      | 10001- 20000      | 24     | 0.0359     | 3,28,210    | 0.3198      |
| 4.      | 20001- 30000      | 9      | 0.0135     | 2,30,465    | 0.2245      |
| 5.      | 30001- 40000      | 11     | 0.0164     | 3,96,911    | 0.3867      |
| 6.      | 40001- 50000      | 7      | 0.0105     | 3,13,058    | 0.305       |
| 7.      | 50001- 100000     | 17     | 0.0254     | 11,54,846   | 1.1252      |
| 8.      | 100001 & above    | 58     | 0.0867     | 9,60,95,918 | 93.6276     |

**(j) Categories of Shareholders as on March 31, 2025:**

| Sr. No.      | Descriptions                        | No. of Cases  | Total Shares        | % Equity      |
|--------------|-------------------------------------|---------------|---------------------|---------------|
| 1.           | Promoter Individual                 | 1             | 3,31,66,309         | 32.31         |
| 2.           | Promoter Group                      | 9             | 2,12,85,744         | 20.74         |
| 3.           | Mutual Funds                        | 25            | 2,42,92,031         | 23.67         |
| 4.           | Foreign Portfolio                   | 152           | 1,98,69,102         | 19.35         |
| 5.           | Resident Individuals                | 64,177        | 34,05,504           | 3.32          |
| 6.           | Bodies Corporate                    | 196           | 2,05,594            | 0.20          |
| 7.           | Employees                           | 79            | 1,09,651            | 0.10          |
| 8.           | Non-Resident Indians                | 700           | 92,527              | 0.09          |
| 9.           | Non-Resident Indian Non-Repatriable | 699           | 85,779              | 0.08          |
| 10.          | HUF                                 | 844           | 65,403              | 0.06          |
| 11.          | Alternative Investment Fund         | 2             | 37,638              | 0.04          |
| 12.          | Qualified Institutional Buyer       | 1             | 11,905              | 0.01          |
| 13.          | Trusts                              | 2             | 8,203               | 0             |
| 14.          | Clearing Members                    | 3             | 478                 | 0             |
| 15.          | NBFC                                | 1             | 410                 | 0             |
| <b>Total</b> |                                     | <b>66,891</b> | <b>10,26,36,278</b> | <b>100.00</b> |

**(k) Outstanding GDR/ADR/warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDR/ADR and there are no outstanding warrants or any convertible Instruments.

**(l) Commodity price risk or foreign risk and hedging activities:**

The Company does not have commodity price risk nor does the Company engage in hedging activities.

**(m) Plant Locations:**

The Company does not have any manufacturing or processing plants. The Company is into providing diagnostic service and has diagnostic centres at various locations in the states of Telangana, Andhra Pradesh, West Bengal, Maharashtra, Karnataka and NCR.

**(n) Address for correspondence:**

Registered Office - 6-3-883/F, FPA Building, Near Topaz building, Punjagutta, Hyderabad 500082, Telangana.

**(o) Credit Ratings:**

The Company has not issued any debt instruments and did not require obtaining any credit ratings for such debt instruments.

**8. OTHER DISCLOSURES:**

**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company:**

All related Party Transactions that were entered into during the year under review, were in the ordinary course of business and on at Arm's Length basis. During the year under review, Company did not enter any materially significant related party transactions that may have potential conflict with the interests of the Company.

**(b) Details of non-compliance by the company, penalties, strictures imposed on the company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:**

No penalties/fines were imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets during last three years.

**(c) Disclosure of vigil mechanism/whistle blower policy and access to the Audit committee:**

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism

as defined under Regulation 22 of the SEBI Listing Regulations to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Ethics. Company affirms that no personnel has been denied access to the Audit committee.

**(d) Details of compliance with mandatory requirements on Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

The Company has complied with the mandatory requirements on Corporate Governance under the SEBI Listing Regulations and in process of implementing the non-mandatory requirements.

**(e) Policy for determining material subsidiaries:**

The Company does not have any material un-listed Indian Subsidiary as defined under Regulation 24 of the SEBI Listing Regulations.

The Company has formulated a policy for determining material subsidiaries in terms of the Listing Regulations. This Policy has been hosted on the website of the Company at the web link: <https://images.vijayadiagnostic.com/investor/corporategovernance/MATERIAL-SUBSIDIARY-POLICY.pdf>

**(f) Policy on dealing with related party transactions:**

In compliance with the requirements of the Companies Act and SEBI Listing Regulations, the Board has formulated and adopted a Related Party Transactions Policy ("RPT Policy") for the purpose of identification, approval, monitoring and reporting of related party transactions. The RPT Policy as approved by the Board is available on the Company's website at: <https://images.vijayadiagnostic.com/investor/corporategovernance/Related-Party-Transaction-Policy.pdf>

**(g) Proceeds of preferential issues and qualified institutional placement:**

The Company has not raised any fund through public, rights, Preferential Allotment or Qualified Institutions Placement, during the financial year under review.

**(h) Certificate from a Company Secretary in Practice:**

A certificate from Mr. D. Balarama Krishna, Company Secretary in Practice have been obtained certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority and the same is annexed herewith as **Annexure A** to this Report.

**(i) Recommendations of the Committees:**

There were no instances during the financial year under review, wherein the Board had not accepted any recommendations made by any Committee of the Board.

**(j) Statutory Auditor Fee:**

The total fee paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which Statutory Auditor is a part, for all the services during the Financial Year 2024-25 is ₹109.39 Lakhs.

**(k) Disclosure in relation to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:**

|  |   |
|--|---|
| Number of complaints filed during the financial year         | 1 |
| Number of complaints disposed of during the financial year   | 1 |
| Number of complaints pending as on end of the financial year | 0 |

**(l) Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:**

As on March 31, 2025, Company has given a loan to the below mentioned Companies, in which directors are deemed to be interested.

- ₹5.00 Crores to Medinova Diagnostic Services Limited, Subsidiary Company.
- ₹16.26 Crores to P H Diagnostic Centre Private limited, wholly owned Subsidiary Company.

**(m) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

The company does not have any material subsidiaries as on March 31, 2025.

**(n) Insider Trading:**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company has adopted a comprehensive Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. This Code outlines the procedures to be followed and the disclosures to be made while dealing in the Company's securities, ensuring transparency and compliance with regulatory requirements.

Additionally, pursuant to the PIT Regulations, the Company has formulated and implemented a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. This Code ensures timely, adequate, and fair disclosure of Unpublished Price Sensitive Information in order to maintain the principles of equality and transparency in the securities market.

**9. ADOPTION OF DISCRETIONARY REQUIREMENTS SPECIFIED IN PART E OF SCHEDULE II OF LISTING REGULATIONS:**

Internal auditors submit their report directly to Audit Committee.

There were no qualifications in the Standalone and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2025.

**10.** The Company has complied with the requirement of corporate governance report as specified in sub paras (2) to (10) of clause C of Schedule V of SEBI Listing Regulations.

**11.** The Company is in compliance with the applicable corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of Regulation 4-6(2) of SEBI Listing Regulations as on date of this report.

**12. DISCLOSURES WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT:**

|   |   |
|---|---|
| i. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year | 0 |
| ii. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year      | 0 |
| iii. Number of shareholders to whom shares were transferred from suspense account during the year                         | 0 |
| iv. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year      | 0 |
| v. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares    | 0 |

**13. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:**

During the year under review, the Company has neither entered into nor been a party to any agreements specified in clause 5A of para A of part A of schedule III to the SEBI Listing Regulations, nor has it received any intimation regarding such agreements.

#### 14. CODE OF CONDUCT:

The Board of Directors has laid down a 'Code of Conduct' (the Code) for all the Board members and the senior management personnel of the Company and this Code is hosted on the website of the Company. All Board Members and Senior Management Executives have affirmed compliance with the Code of Conduct for the Financial Year 2024-25.

An annual declaration signed by the Chief Executive Officer of the Company affirming compliance to the Code by the Board of Directors and the Senior Management is annexed to this Report as **Annexure B**.

**Date:** July 28, 2025

**Place:** Hyderabad

#### 15. CERTIFICATE ON CORPORATE GOVERNANCE:

As required by Schedule V of the SEBI Listing Regulations, the Certificate on Corporate Governance issued by Practicing Company Secretary is annexed to the Board's report as **Annexure C**.

#### 16. CEO/CFO CERTIFICATION:

The Chief Executive Officer & Chief Financial Officer (CEO & CFO) of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of schedule II of SEBI Listing Regulations and the said certificate is annexed to this Report as **Annexure D**.

By order of the Board  
For **Vijaya Diagnostic Centre Limited**

Sd/-  
**Dr. Sura Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

# Annexure – A

Certificate Pursuant To The Provisions Of Regulation 34(3) Read With Schedule V Para C Clause (10)(I) Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

To,  
The Members of,  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075  
Hyderabad

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Vijaya Diagnostic Centre Limited** having CIN: L85195TG2002PLC039075 and having registered office at 6-3-883/F, FPA Building, Near Topaz building, Punjagutta, Hyderabad, Telangana – 500082 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of the Director             | DIN      | *Date of appointment as Director in the Company |
|---------|----------------------------------|----------|---|
| 01.     | Dr. Sura Surendranath Reddy      | 00108599 | 05/06/2002                                      |
| 02.     | Mr. Satyanarayana Murthy Chavali | 00142138 | 26/05/2021                                      |
| 03.     | Dr. Nageshwar Reddy Duvvur       | 00324725 | 26/05/2021                                      |
| 04.     | Mr. Shekhar Prasad Singh         | 00969209 | 26/05/2021                                      |
| 05.     | Ms. Sura Geeta Reddy             | 01073233 | 21/11/2019                                      |
| 06.     | Mr. Sunil Kondapally Chandra     | 01409332 | 05/06/2002                                      |
| 07.     | Dr. Manjula Anagani              | 03501757 | 22/08/2021                                      |
| 08.     | Ms. Sura Suprita Reddy           | 00263618 | 01/07/2023                                      |

\* The date of appointment is as per MCA portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**UDIN:** F008168G000842551  
**Date:** July 28, 2025  
**Place:** Hyderabad

Sd/-  
**Balarama Krishna Desina**  
Proprietor  
**Balaramakrishna & Associates**  
Company Secretaries in Practice  
FCS No.: 8168  
C.P. No.: 22414  
Peer Review Certificate No. 5448/2024

# Annexure – B

## DECLARATION

I, S. Suprita Reddy, Chief Executive Officer of the Company, hereby declare that as provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the senior management personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2025.

For **Vijaya Diagnostic Centre Limited**

**Date:** May 12, 2025  
**Place:** Hyderabad

Sd/-  
**S Suprita Reddy**  
Managing Director & CEO

# Annexure – C

Corporate Governance Compliance Certificate Under Regulation 34(3) - Schedule V - (E) of SEBI (LODR) Regulations, 2015

To  
The Members of  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075  
Hyderabad

I have examined the compliance of the conditions of Corporate Governance by **Vijaya Diagnostic Centre Limited** ('the Company') for the year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para-C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended on March 31, 2025.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**UDIN:** F008168G000841981  
**Date:** July 28, 2025  
**Place:** Hyderabad

Sd/-  
**Balarama Krishna Desina**  
Proprietor  
**Balaramakrishna & Associates**  
Company Secretaries in Practice  
FCS No.: 8168  
C.P. No.: 22414  
Peer Review Certificate No. 5448/2024

# Annexure – D

## COMPLIANCE CERTIFICATE

To

**The Board of Directors**

Vijaya Diagnostic Centre Limited

We hereby certify that:

- A. We have reviewed audited financial statements (Standalone and Consolidated) of the Company, for the financial year ended March 31, 2025 and that to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended March 31, 2025, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee, wherever applicable:
- 1) There have not been any significant changes in internal control over financial reporting during the financial year ended March 31, 2025.
  - 2) There have not been any significant changes in accounting policies during the financial year ended March 31, 2025, and that the same have been disclosed in the notes to the annual financial statements, wherever applicable.
  - 3) There have not been any Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For **Vijaya Diagnostic Centre Limited**

**Date:** May 12, 2025  
**Place:** Hyderabad

Sd/-  
**S Suprita Reddy**  
Managing Director & CEO

Sd/-  
**S. Ramachandra Reddy**  
Chief Financial Officer

# Business Responsibility & Sustainability Report

## SECTION A: GENERAL DISCLOSURES

### 1) Details of the listed entity

| S. No. | Particulars   | Response   |
|--------|---|--|
| 1.     | Corporate identity Number (CIN) of the Entity   | L85195TG2002PLC039075  |
| 2.     | Name of the Entity  | Vijaya Diagnostic Centre Limited   |
| 3.     | Year of incorporation   | 2002   |
| 4.     | Registered & Corporate office address   | 6-3-883/F, Ground Floor, FPA Building, Near Topaz Building, Punjagutta, Hyderabad 500082, Telangana.   |
| 5.     | E-mail  | <a href="mailto:ir@vijayadiagnostic.in">ir@vijayadiagnostic.in</a>   |
| 6.     | Telephone   | 040 – 2342 0411/12   |
| 7.     | Website   | <a href="http://www.vijayadiagnostic.com">www.vijayadiagnostic.com</a>   |
| 8.     | Financial year for which reporting is being done  | FY 2024-25   |
| 9.     | Name of the Stock Exchange(s) where shares are listed   | 1. National Stock Exchange of India Limited (NSE) and<br>2. BSE Limited (BSE)  |
| 10.    | Paid-up Capital   | ₹10,26,36,278  |
| 11.    | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report  | <b>Hansraj Singh Rajput</b><br>Company Secretary & Compliance Officer<br>Telephone No. 040 – 2342 0411<br>Email Id: <a href="mailto:ir@vijayadiagnostic.in">ir@vijayadiagnostic.in</a> |
| 12.    | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together) | Standalone basis   |
| 13.    | Name of assurance provider  | Not Applicable   |
| 14.    | Type of assurance obtained  | Not Applicable   |

### 2) Products/services

#### 15. Details of business activities (accounting for 90% of the turnover):

| Sl. No. | Description of Main Activity  | Description of Business Activity                                 | % of Turnover of the entity |
|---------|-------------------------------|--|-----------------------------|
| 1.      | Other Human Health Activities | Activities of Independent Diagnostics/ Pathological Laboratories | 100                         |

#### 16. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| Sl. No. | Product/Service   | NIC Code | % of total Turnover contributed |
|---------|---|----------|---------------------------------|
| 1.      | Comprehensive diagnostic services, spanning pathological investigations, basic and high-end radiology/imaging services including, nuclear medicine. | 869      | 100                             |

### 3) Operations

#### 17. Number of locations where plants and/or operations/offices of the entity are situated:

| Location      | Number of plants   | Number of Offices/Labs | Total |
|---------------|--|------------------------|-------|
| National      | Not applicable as the Company provides Diagnostic Services in the area of Radiology and Pathology. | 151                    | 151   |
| International |  | Nil                    | Nil   |

#### 18. Markets served by the entity:

##### a) Number of locations:

| Locations                        | Number  |
|----------------------------------|---|
| National (No. of States)         | Six (6)<br>Telangana, Andhra Pradesh, Maharashtra, Karnataka, West Bengal, and NCR. |
| International (No. of Countries) | As of now, the Company doesn't serve in any other Country apart from India.         |

##### b) Contribution of exports:

What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

##### c) Type of Customers:

[A brief on types of customers](#)

The Company provides diagnostic services to customers including individuals, hospitals, corporate clients, and other healthcare providers.

### 4) Employees

#### 19. Details at the end of the year of Financial year:

##### a) Employees and workers (including differently abled):

| Sl. No.   | Particulars              | Total (A) | Male    |         | Female  |         |
|-----------|--------------------------|-----------|---------|---------|---------|---------|
|           |                          |           | No. (B) | % (B/A) | No. (C) | % (C/A) |
| Employees |                          |           |         |         |         |         |
| 1.        | Permanent (D)            | 2218      | 1335    | 60%     | 883     | 40%     |
| 2.        | Other than Permanent (E) | 635       | 247     | 39%     | 388     | 61%     |
| 3.        | Total employees (D + E)  | 2853      | 1582    | 55%     | 1271    | 45%     |
| Workers   |                          |           |         |         |         |         |
| 4.        | Permanent (F)            | --        | --      | --      | --      | --      |
| 5.        | Other than Permanent (G) | --        | --      | --      | --      | --      |
| 6.        | Total workers (F + G)    | --        | --      | --      | --      | --      |

##### b) Differently abled Employees and workers:

| Sl. No.                     | Particulars              | Total (A) | Male    |         | Female  |         |
|-----------------------------|--------------------------|-----------|---------|---------|---------|---------|
|                             |                          |           | No. (B) | % (B/A) | No. (C) | % (C/A) |
| Differently Abled Employees |                          |           |         |         |         |         |
| 1.                          | Permanent (D)            | 1         | 1       | 100%    | --      | --      |
| 2.                          | Other than Permanent (E) | --        | --      | --      | --      | --      |
| 3.                          | Total employees (D + E)  | 1         | 1       | 100%    | --      | --      |

## b) Differently abled Employees and workers: (Contd.)

| Sl. No.                   | Particulars              | Total (A) | Male    |         | Female  |         |
|---------------------------|--------------------------|-----------|---------|---------|---------|---------|
|                           |                          |           | No. (B) | % (B/A) | No. (C) | % (C/A) |
| Differently Abled Workers |                          |           |         |         |         |         |
| 4.                        | Permanent (F)            | --        | --      | --      | --      | --      |
| 5.                        | Other than Permanent (G) | --        | --      | --      | --      | --      |
| 6.                        | Total workers (F + G)    | --        | --      | --      | --      | --      |

## 20. Participation/Inclusion/Representation of women:

| Category                  | Total (A) | No. and percentage of Females |         |
|---------------------------|-----------|-------------------------------|---------|
|                           |           | No. (B)                       | % (B/A) |
| Board of Directors        | 8         | 3                             | 37.50%  |
| Key Management Personnel* | 5         | 1                             | 20.00%  |

\*Includes: Managing Director & CEO, Whole-time Directors, Company Secretary, and Chief Financial Officer.

## 21. Turnover rate for permanent employees and workers:

(Disclose trends for the past 3 years)

|                     | FY 2024-25 (Turnover rate in current FY) |        |        | FY 2023-24 (Turnover rate in previous FY) |        |        | FY 2022-23 (Turnover rate in the year prior to the previous FY) |        |        |
|---------------------|--|--------|--------|---|--------|--------|---|--------|--------|
|                     | Male                                     | Female | Total  | Male                                      | Female | Total  | Male  | Female | Total  |
| Permanent Employees | 29.55%                                   | 31.47% | 30.51% | 27.98%                                    | 33.01% | 29.98% | 34.56%  | 23.67% | 30.87% |
| Permanent Workers   | --                                       | --     | --     | --  | --     | --     | --  | --     | --     |

## 5) Holding, Subsidiary and Associate Companies (including Joint Ventures)

## 22. Names of holding/subsidiary/associate companies/joint ventures:

| Sl. No. | Name of the holding/subsidiary/associate companies/joint ventures (A) | Indicate whether holding/Subsidiary/Associate/Joint Venture | % of shares held by the listed entity | Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---------|---|---|---------------------------------------|--|
| 1.      | Medinova Diagnostic Services Limited                                  | Subsidiary  | 62.14%                                | No   |
| 2.      | P H Diagnostic Centre Private Limited                                 | Subsidiary  | 100.00%                               | No   |
| 3.      | Medinova Millennium MRI Services LLP                                  | Step Down Subsidiary  | 62.14%                                | No   |
| 4.      | VDC Diagnostic (Karnataka) LLP  | Subsidiary  | 100.00%                               | No   |

## 6) Corporate Social Responsibility (CSR) Details

## 23.

| Sl. No. | Requirement   | Response |
|---------|---|----------|
| 1.      | Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) | Yes      |
| 2.      | Turnover (in ₹ Million)   | 6,271.37 |
| 3.      | Net worth (in ₹ Million)  | 7,835.26 |

## 7) Transparency and Disclosures Compliances

### 24. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)   | FY 2024-25 Current Financial Year  |  | FY 2023-24 Previous Financial Year         |  |
|---|--|--|--|--|--|
|   |  | Number of complaints filed during the year   | Number of complaints pending resolution at close of the year | Number of complaints filed during the year | Number of complaints pending resolution at close of the year |
| Communities                                       | Yes<br><a href="https://images.vijayadiagnostic.com/investor/corporategovernance/WHISTLE-BLOWER-POLICY.pdf">https://images.vijayadiagnostic.com/investor/corporategovernance/WHISTLE-BLOWER-POLICY.pdf</a>   | There were no complaints/grievances received from any specific community                   |  |  |  |
| Investors (other than shareholders)               | Yes<br><a href="https://www.vijayadiagnostic.com/investors/contact-details">https://www.vijayadiagnostic.com/investors/contact-details</a>   | There were no complaints received.   |  |  |  |
| Shareholders                                      | Yes<br><a href="https://www.vijayadiagnostic.com/investors/contact-details">https://www.vijayadiagnostic.com/investors/contact-details</a>   | 0  | 0  | 0  | 0  |
| Employees and workers                             | Yes<br><a href="https://images.vijayadiagnostic.com/investor/corporategovernance/WHISTLE-BLOWER-POLICY.pdf">https://images.vijayadiagnostic.com/investor/corporategovernance/WHISTLE-BLOWER-POLICY.pdf</a>   | 182  | 0  | 0  | 0  |
| Customers   | Yes<br>The Company has a dedicated helpline number (040- 2100 0000/040-6910 0100) and email id <a href="mailto:info@vijayadiagnostic.com">info@vijayadiagnostic.com</a> which address and resolves all customer Grievances. In addition, the Company responds to customer concerns that it receives through its official social media handles. | 6,462  | 135  | 3,366                                      | 166  |
| Value Chain Partners                              | Yes<br><a href="https://www.vijayadiagnostic.com/investors/contact-details">https://www.vijayadiagnostic.com/investors/contact-details</a>   | There were no complaints/grievances received from the value chain partners of the Company. |  |  |  |
| Other (please specify)                            | --   | --   | --   | --   | --   |

## 25. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, and approach to adapt or mitigate the risk along with its financial implications, as per the following format:

| S. No | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity   | In case of risk, approach to adapt or mitigate  | Financial implications of the risk or opportunity (Indicate positive or negative implications)  |
|-------|---------------------------|--|--|---|---|
| 1.    | Workplace Safety          | Risk/<br>Opportunity                       | <p><b>Risk:</b><br/>Inadequate implementation of robust safety measures may lead to workplace incidents, potentially resulting in increased employee absenteeism, operational disruptions, and a rise in the Lost Time Rate (LTR).</p> <p><b>Opportunity:</b><br/>By placing a strong emphasis on workplace safety, the Company can enhance employee performance and attain greater levels of productivity</p> | <p>The organization has established a comprehensive safety manual that sets forth guidelines applicable across all Company laboratories. Regular health check-ups are carried out, especially for personnel in technical or sample-handling roles, to proactively safeguard their well-being.</p> <ul style="list-style-type: none"> <li>- The organization ensures a safe working environment by equipping staff with essential safety gear, such as eye wash stations, protective gloves, lab coats, safety goggles, fire sprinklers, and fire extinguishers, thereby minimizing risk and enhancing preparedness for any emergencies.</li> <li>- Regular fire drills are organized to reinforce emergency preparedness, ensuring that all employees are confident in evacuation protocols and capable of responding effectively during critical situations.</li> <li>- The organization strictly complies with the Biomedical Waste (BMW) Management Rules as prescribed by the Central Pollution Control Board (CPCB), ensuring responsible and safe disposal of biomedical waste.</li> <li>- The laboratories operate under robust disinfection procedures, ensuring high standards of cleanliness and hygiene are consistently maintained throughout the workspace.</li> </ul> | <b>Negative</b><br>Incidents leading to Lost Time in the laboratory not only impact productivity but also create operational challenges, often requiring the deployment of overtime resources to sustain project timelines and workflow continuity. |

## 25. Overview of the entity's material responsible business conduct issues: (Contd.)

| S. No | Material issue identified                         | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity  | In case of risk, approach to adapt or mitigate   | Financial implications of the risk or opportunity (Indicate positive or negative implications)   |
|-------|---|--|---|--|--|
| 2.    | Occupational hazard affecting health of employees | Risk                                       | Sample collection from infectious disease patients  | The Company remains committed to the health and safety of its staff through a range of proactive measures. Vaccinations are conducted periodically in accordance with official guidelines, and comprehensive medical insurance is offered to protect employees against health and financial uncertainties. In the unfortunate event of a staff member's demise while treating patients, the Company provides financial assistance to their family. To minimize exposure risks, staff involved in sample collection are deployed on a rotational basis. Furthermore, all collection outlets operate in strict compliance with safety standards set by the ICMR and MoHFW. | <b>Negative</b><br>A shortage of skilled manpower may lead to revenue setbacks for the Company and hinder timely recruitment, which can compromise the quality of clinical care and result in elevated hiring costs.   |
| 3.    | Risk Management                                   | Risk/<br>Opportunity                       | <p><b>Risk:</b><br/>Without a well-established risk management system and effective internal controls, businesses may be exposed to disruptions that can affect multiple facets of their operations.</p> <p><b>Opportunity:</b><br/>Embedding risk management into the Company's core strategy presents significant opportunities. It not only safeguards against potential disruptions but also strengthens the Company's ability to adapt and respond effectively to a dynamic business environment. This strategic integration enhances organizational resilience and supports long-term, sustainable success.</p> | <p>The Company collaborates closely with key stakeholders throughout the risk management process, promoting transparency and shared responsibility. This engagement ensures that all concerned parties are well-informed about potential risks and contribute actively to the development and implementation of mitigation strategies.</p> <p>Involving stakeholders in the risk management process cultivates a culture of awareness and accountability within the Company, ultimately enhancing the effectiveness and success of its risk mitigation efforts.</p>  | <b>Positive</b><br>By strategically intertwining material topics with robust risk mitigation frameworks, the Company paves the way for transformative and sustainable growth. This forward-looking approach driven by deep insight into emerging risks and untapped opportunities empowers the Company to navigate uncertainty with confidence, seize competitive advantage, and accelerate its journey toward long-term excellence. It's not just about managing risk it's about turning resilience into a catalyst for enduring success. |

## 25. Overview of the entity's material responsible business conduct issues: (Contd.)

| S. No | Material issue identified                                | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity   | In case of risk, approach to adapt or mitigate  | Financial implications of the risk or opportunity (Indicate positive or negative implications)  |
|-------|--|--|--|---|---|
| 4.    | Investments in advanced technology and digital marketing | Opportunity                                | The Company's adoption of digital marketing and technology plays a pivotal role in expanding service offerings and elevating the quality of patient care. This forward-looking approach not only reinforces the Company's market positioning but also enhances accessibility for a broader demographic. By leveraging digital advancements, the Company fosters innovation and delivers customer-centric solutions that align with evolving expectations and its long-term vision. | -   | <b>Positive</b><br>Driven by a strong focus on innovation and technology, the Company continues to strengthen its service offerings and elevate patient experiences. These initiatives enable timely, efficient care while adapting to the changing needs of the community. Through sustained investment in cutting-edge solutions, the Company reaffirms its position as a forward-thinking leader in the healthcare industry. |
| 5.    | Waste Management   | Risk                                       | Biomedical waste generation is intrinsic to the nature of the Company's healthcare operations.   | The Company ensures responsible disposal of biomedical waste through a government-authorized agency. Waste is systematically segregated using color-coded, barcoded bags, and accurately weighed before being handed over to the designated vendor. Comprehensive safety protocols are maintained throughout the entire process, from waste generation to its final transfer, in line with regulatory requirements.                 | <b>Negative</b><br>Failure to manage biomedical waste responsibly can result in health hazards and undermine community trust, thereby affecting the Company's social license to operate.  |
| 6.    | Fire Safety  | Risk                                       | Fire-related incidents pose a material risk to laboratory continuity, with the potential to damage essential equipment, compromise valuable samples, and hinder timely test delivery.  | Every lab is fortified with a state-of-the-art fire alarm system and equipped with strategically placed fire extinguishers, ensuring rapid response capability. Regular fire safety drills empower employees with the confidence and skills to act decisively. Clearly marked evacuation plans stand as constant reminders of the Company's unwavering commitment to safeguarding its people and preserving operational continuity. | <b>Negative</b><br>A fire incident can result in serious consequences, including harm to personnel, destruction of high-value laboratory equipment, and irreversible loss of vital samples. Such disruptions not only threaten operational stability but also carry significant financial and reputational implications, making robust fire safety measures a non-negotiable priority.  |

## 25. Overview of the entity's material responsible business conduct issues: (Contd.)

| S. No | Material issue identified    | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity  | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications)   |
|-------|------------------------------|--|---|--|--|
| 7.    | Environment & sustainability | Opportunity                                | As a conscientious entity, the Company views its commitment to Environment and Sustainability not merely as a responsibility, but as an opportunity to build meaningful and lasting connections with the community. Through a range of impactful initiatives, the Company actively addresses environmental and social challenges while promoting sustainable practices that contribute to inclusive growth and long-term societal well-being. | -  | <b>Positive</b><br>Electric mobility has been integrated into operations using electric two-wheelers and three-wheeler. A 40-kW rooftop solar power system was also installed at the Madhapur facility in Hyderabad, covering approximately 400 square meters. This grid-tied system is expected to generate around 22.5 MWh of electricity annually, with a total projected output of 450 MWh over its 25-year lifecycle. Beyond financial benefits, it contributes to a significant reduction in carbon emissions—equivalent to the environmental impact of planting over 2,160 trees. |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| Sl. No                                 | Disclosure Questions   | P1  | P2 | P3 | P4 | P5  | P6  | P7 | P8 | P9 |
|--|--|---|----|----|----|-----|---|----|----|----|
| <b>Policy and management processes</b> |  |   |    |    |    |     |   |    |    |    |
| 1.                                     | a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)  |   |    |    |    | Yes |   |    |    |    |
|  | b) Has the policy been approved by the Board? (Yes/No)   |   |    |    |    | Yes |   |    |    |    |
|  | c) Web Link of the Policies, if available  |   |    |    |    |     | <a href="https://www.vijayadiagnostic.com/investors/governance-policies">https://www.vijayadiagnostic.com/investors/governance-policies</a> |    |    |    |
| 2.                                     | Whether the entity has translated the policy into procedures. (Yes/No)   |   |    |    |    | Yes |   |    |    |    |
| 3.                                     | Do the enlisted policies extend to your value chain partners? (Yes/No)   |   |    |    |    | No  |   |    |    |    |
| 4.                                     | Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | <p><b>NABL:</b> Seventeen (17) Centres/Labs are accredited by National Accreditation Board for Testing and Calibration Laboratories (NABL).</p> <p><b>NABH:</b> Ten (10) Centres/Labs are accredited by National Accreditation Board for Hospitals &amp; Healthcare Providers (NABH).</p> <p>ISO 9001:2015 for Quality Management</p> <p>The Company has established a structured framework to ensure adherence to environmental, social, and governance (ESG) standards. It follows quality healthcare protocols as per the guidelines issued by the National Accreditation Board for Hospitals &amp; Healthcare Providers (NABH), with an emphasis on patient safety and care quality. Environmental and social risk management is guided by the standards set forth by the International Finance Corporation (IFC). The Company also aligns with the National Voluntary Guidelines (NVGs) issued by the Ministry of Corporate Affairs, Government of India, which promote transparency and accountability in corporate governance. Compliance with Section 135 of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ensures disclosure and reporting across key business functions, including governance and sustainability. Collectively, these frameworks support the Company's alignment with recognized regulatory and operational standards.</p> |    |    |    |     |   |    |    |    |
| 5.                                     | Specific commitments, goals and targets set by the entity with defined timelines, if any.  | The Company operates in accordance with the 9 principles of the National Voluntary Guidelines on Social, Environmental, and Economic Responsibilities of Business, prescribed by the Ministry of Corporate Affairs, Government of India.  |    |    |    |     |   |    |    |    |
| 6.                                     | Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met  | The Company remains vigilant in monitoring its adherence to the specified principle(s) and takes appropriate measures whenever necessary.   |    |    |    |     |   |    |    |    |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES (Contd.)

| Sl. No                               | Disclosure Questions   | P1  | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
|--------------------------------------|--|---|----|----|----|----|----|----|----|----|------------------------|---------------------------|-------------------------------------|--------------------------|-------------------|----------------------|------------------------|--------|----------------------|----------------------|--------|--------------------|---------------------|--------|------------------------|
| Governance, leadership and oversight |  |   |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
| 7.                                   | Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) | <p>Given the nature of the industry in which the Company operates, the ESG paradigm holds heightened significance. The Company continues to lead with a range of proactive initiatives aimed at achieving sustainable growth while remaining fully accountable to its surrounding environment and stakeholders.</p> <p>Sustainability lies at the core of the Company's growth strategy, guiding every initiative with a conscious commitment to nurturing its human capital, fostering social value, and ensuring responsible resource consumption. Over the years, the Company has steadily strengthened its alignment with ESG best practices, making significant and measurable progress across multiple dimensions.</p> <p>Dedicated core teams have been entrusted with embedding sustainability across key corporate functions. Their efforts encompass a range of impactful initiatives, including the proper disposal and treatment of bio-medical waste, replacement of plastic bags with biodegradable alternatives, implementation of water-saving reducers, adoption of e-billing to reduce paper consumption, installation of solar panels, and rainwater harvesting, among others.</p> <p>The Company remains deeply conscious of its moral responsibilities as a corporate citizen and is committed to upholding the highest standards of ethical conduct. As a recognized leader in the branded diagnostics space, it has established a longstanding culture of transparency in governance and continually reviews its practices to drive a positive impact on society and its stakeholders.</p> <p>At Vijaya Diagnostic Centre Limited, our enduring commitment to delivering affordable and accessible diagnostic services is rooted in our ethos of quality and accuracy. As we continue to enhance our best-in-class offerings, we remain equally focused on advancing our ESG performance by aligning with global best practices.</p> |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
| 8.                                   | Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies)   | Board of Directors  |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
| 9.                                   | Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details   | <p>The Corporate Social Responsibility (CSR) Committee of the Board is responsible for taking decisions on sustainability related issues. The constitution as on March 31, 2025, of the CSR Committee is as follows:</p> <table><tr><th>Name of the Member (S)</th><th>Position on the Committee</th><th>Designation within the Organisation</th></tr><tr><td>Mr. Shekhar Prasad Singh</td><td>Member &amp; Chairman</td><td>Independent Director</td></tr><tr><td>Dr. D. Nageshwar Reddy</td><td>Member</td><td>Independent Director</td></tr><tr><td>Mr. K. Sunil Chandra</td><td>Member</td><td>Executive Director</td></tr><tr><td>Mrs. S. Geeta Reddy</td><td>Member</td><td>Non-Executive Director</td></tr></table>  |    |    |    |    |    |    |    |    | Name of the Member (S) | Position on the Committee | Designation within the Organisation | Mr. Shekhar Prasad Singh | Member & Chairman | Independent Director | Dr. D. Nageshwar Reddy | Member | Independent Director | Mr. K. Sunil Chandra | Member | Executive Director | Mrs. S. Geeta Reddy | Member | Non-Executive Director |
| Name of the Member (S)               | Position on the Committee  | Designation within the Organisation   |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
| Mr. Shekhar Prasad Singh             | Member & Chairman  | Independent Director  |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
| Dr. D. Nageshwar Reddy               | Member   | Independent Director  |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
| Mr. K. Sunil Chandra                 | Member   | Executive Director  |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |
| Mrs. S. Geeta Reddy                  | Member   | Non-Executive Director  |    |    |    |    |    |    |    |    |                        |                           |                                     |                          |                   |                      |                        |        |                      |                      |        |                    |                     |        |                        |

**10. Details of Review of NGRBCs by the Company:**

| Subject for Review   | Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee   |    |    |    |    |    |    |    |    | Frequency (Annually/Half yearly/Quarterly/Any other – please specify) |    |    |    |    |    |    |    |    |
|--|---|----|----|----|----|----|----|----|----|---|----|----|----|----|----|----|----|----|
|  | P1  | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1  | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action  | The Company ensures that all its policies are formally approved by the Board, its committees, or the Senior Management, as applicable. These policies undergo regular reviews to maintain relevance and compliance, considering regulatory updates, business needs, and the review cycles specified within each policy. Revisions are made proactively to reflect necessary changes in a timely manner. |    |    |    |    |    |    |    |    |   |    |    |    |    |    |    |    |    |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | The Company has established robust procedures to ensure compliance with all applicable regulations, which are periodically reviewed by the Board of Directors to maintain oversight and accountability.   |    |    |    |    |    |    |    |    |   |    |    |    |    |    |    |    |    |

**11. Independent assessment/evaluation of the working of its policies by an external agency:**

|  | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|--|----|----|----|----|----|----|----|----|
| Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | Evaluation is an ongoing process, with all policies and procedures undergoing periodic internal audits and reviews to ensure their effectiveness and alignment with evolving requirements. |    |    |    |    |    |    |    |    |

**12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:**

| Questions   | P1             | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----------------|----|----|----|----|----|----|----|----|
| The entity does not consider the Principles material to its business (Yes/No)   | Not Applicable |    |    |    |    |    |    |    |    |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | Not Applicable |    |    |    |    |    |    |    |    |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No)                         | Not Applicable |    |    |    |    |    |    |    |    |
| It is planned to be done in the next financial year (Yes/No)  | Not Applicable |    |    |    |    |    |    |    |    |
| Any other reason (please specify)   | Not Applicable |    |    |    |    |    |    |    |    |

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”.

While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

### PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable

#### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

| Segment                           | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact   | % age of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|---|---|
| Board of Directors                | 2  | The Board of Directors and Committee members were apprised on SEBI Regulations, IT Risk Governance including Data Privacy and Cyber Security, and Corporate Social Responsibility.  | 100%  |
| Key Managerial Personnel          | 2  | The KMPs were apprised on SEBI Regulations, IT Risk Governance including Data Privacy and Cyber Security, and Corporate Social Responsibility.  | 100%  |
| Employees other than BOD and KMPs | 6  | The training and awareness programmes for employees are broadly being conducted in the following areas:<br>a. Health and Safety<br>b. Skill Upgradation<br>c. POSH<br>d. Data Security<br>e. Human Rights<br>f. Code of Conduct | 98%   |
| Workers                           |  | Not Applicable  |   |

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format:

(Note: the Company shall make disclosures based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the Company's website):

| MONETARY        |                 |   |                 |                   |  |
|-----------------|-----------------|---|-----------------|-------------------|--|
| Particulars     | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/Fine    |                 |   |                 |                   |  |
| Settlement      |                 |   | Nil             |                   |  |
| Compounding fee |                 |   |                 |                   |  |

| NON-MONETARY |                 |   |                   |  |
|--------------|-----------------|---|-------------------|--|
| Particulars  | NGRBC Principle | Name of the regulatory/enforcement agencies/judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Imprisonment |                 | Nil   |                   |  |
| Punishment   |                 |   |                   |  |

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed:

| Case Details | Name of the regulatory/enforcement agencies/judicial institutions |
|--------------|---|
|              | Nil   |

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company places strong emphasis on conducting its business in a transparent, ethical, and legally compliant manner. It adheres strictly to all applicable laws, treaties, and regulations that prohibit bribery and corruption. The Whistleblower Policy and Code of Conduct, which outline the Company's stance on ethics, bribery, and anti-corruption, are applicable to the Vijaya Group, its subsidiaries, and associated entities. These policies are accessible on the Company's official website at: <https://images.vijayadiagnostic.com/investor/corporategovernance/CODE-OF-CONDUCT-BOD.pdf>

The Company complies with all applicable statutory obligations and fully supports the law of the land. It has internal policies and procedures in place for ensuring compliance in letter and spirit.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

|           | FY 2024-25<br>(Current Financial Year) | FY 2023-24 (Previous Financial Year) |
|-----------|--|--------------------------------------|
| Directors | -                                      | -                                    |
| KMPs      | -                                      | -                                    |
| Employees | -                                      | -                                    |
| Workers   | -                                      | -                                    |

6. Details of complaints with regard to conflict of interest:

|  | FY 2024-25<br>(Current Financial Year) |         | FY 2023-24 (Previous Financial Year) |         |
|--|--|---------|--------------------------------------|---------|
|  | Number                                 | Remarks | Number                               | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | Nil                                    | --      | Nil                                  | --      |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs      | Nil                                    | --      | Nil                                  | --      |

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not applicable, as there were no such cases of corruption and conflict of interest.

8. Number of days of accounts payables [(Accounts payable\*365)/Cost of goods/services procured]:

|                                    | FY 2024-25 | FY 2023-24 |
|------------------------------------|------------|------------|
| Number of days of accounts payable | 29         | 25         |

## 9. Open-ness of Business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties:

| Parameter                  | Metrics   | FY 2024-25 | FY 2023-24 |
|----------------------------|---|------------|------------|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases                                | 59.50%     | 57.73%     |
|                            | b. Number of trading houses where purchases are made from                               | 47         | 17         |
|                            | c. Purchases from top 10 trading houses as % of total purchases from trading houses     | 92.73%     | 95.55%     |
| Concentration of Sales     | a. Sales to dealers/distributors as % of total sales                                    | --         | --         |
|                            | b. Number of dealers/distributors to whom sales are made                                | --         | --         |
|                            | c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors     | --         | --         |
| Share of RPTs in           | a. Purchases (Purchases with related parties/Total Purchases)                           | 0.05%      | 0.07%      |
|                            | b. Sales (Sales to related parties/Total Sales)   | 0.33%      | 0.30%      |
|                            | c. Loans & advances* (Loans & advances given to related parties/Total loans & advances) | --         | --         |
|                            | d. Investments* (Investments in related parties/Total Investments made)                 | --         | --         |

\*Does not include loans & advances given to and investments made in subsidiary Company(ies).

## PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively:

| Segment | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) | Details of improvements in environmental and social impacts   |
|---------|--|---|---|
| R&D     | --                                     | --                                      | The Company incurred no expenditure on Research and Development during the period under review.   |
| Capex   | 65.67%                                 | 68.13%                                  | The Company's major capex investment is towards buying of the advanced radiology and/or laboratory equipment, which emits lesser radiation & co2 and reduces the exposure of patient to the radiation while undergoing medical diagnostic procedures. |

## 2. Sustainable sourcing:

(a) Does the entity have procedures in place for sustainable sourcing? (Yes/No)

(b) If yes, what percentage of inputs were sourced sustainably?

The Company is committed to sustainable sourcing and strives to extend its social and environmental standards across its supply chain by regularly communicating its expectations to vendors. Additionally, the Company promotes localization by prioritizing engagement with local vendors wherever feasible.

The Company is committed to engaging with environmentally responsible vendors, with the objective of minimizing adverse impacts on the community, environment, and natural resources, while ensuring the health and safety of the public are protected.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

As a provider of diagnostic services, the reuse and recycling of waste are generally not applicable to the nature of the industry. However, as a responsible corporate citizen, the Company has established agreements with authorized vendors for the safe disposal of bio-medical waste generated during sample collection and testing, as well as for RO water recycling.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same:**

Extended Producer Responsibility (EPR) is not applicable to the Company, as it does not qualify as a 'Producer' under the Plastic Waste Management Rules, 2016.

**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

**1. a) Details of measures for the well-being of employees:**

| Category                         | Total<br>(A) | % of employees covered by |         |                    |         |                    |         |                    |         |                     |         |
|----------------------------------|--------------|---------------------------|---------|--------------------|---------|--------------------|---------|--------------------|---------|---------------------|---------|
|                                  |              | Health Insurance*         |         | Accident Insurance |         | Maternity Benefits |         | Paternity Benefits |         | Day Care Facilities |         |
|                                  |              | No. (B)                   | % (B/A) | No. (C)            | % (C/A) | No. (D)            | % (D/A) | No. (E)            | % (E/A) | No. (F)             | % (F/A) |
| Permanent employees              |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Male                             | 1335         | 401                       | 30%     | 0                  | 0       | NA                 | NA      | 1335               | 100%    | 0                   | 0       |
| Female                           | 883          | 552                       | 63%     | 0                  | 0       | 883                | 100%    | NA                 | NA      | 0                   | 0       |
| Total                            | 2218         | 953                       | 43%     | 0                  | 0       | 883                | 40%     | 1335               | 60%     | 0                   | 0       |
| Other than Permanent employees** |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Male                             | 247          | 135                       | 55%     | 0                  | 0       | NA                 | NA      | 0                  | 0       | 0                   | 0       |
| Female                           | 388          | 273                       | 70%     | 0                  | 0       | 388                | 100%    | NA                 | NA      | 0                   | 0       |
| Total                            | 635          | 408                       | 64%     | 0                  | 0       | 388                | 61%     | 0                  | 0       | 0                   | 0       |

\*includes benefits given under ESIC.

\*\*includes trainees who are given benefits as per the Company's policy.

**b) Details of measures for the well-being of workers:**

| Category                     | Total<br>(A) | % of employees covered by |         |                    |         |                    |         |                    |         |                     |         |
|------------------------------|--------------|---------------------------|---------|--------------------|---------|--------------------|---------|--------------------|---------|---------------------|---------|
|                              |              | Health Insurance          |         | Accident Insurance |         | Maternity Benefits |         | Paternity Benefits |         | Day Care Facilities |         |
|                              |              | No. (B)                   | % (B/A) | No. (C)            | % (C/A) | No. (D)            | % (D/A) | No. (E)            | % (E/A) | No. (F)             | % (F/A) |
| Permanent workers            |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Male                         |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Female                       |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Total                        |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Other than Permanent workers |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Male                         |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Female                       |              |                           |         |                    |         |                    |         |                    |         |                     |         |
| Total                        |              |                           |         |                    |         |                    |         |                    |         |                     |         |

c) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

| Particulars   | FY 2024-25 | FY 2023-24 |
|---|------------|------------|
| Cost incurred on well-being measures as a % of total revenue of the Company | 0.23%      | 0.24%      |

## 2. Details of retirement benefits, for Current FY and Previous Financial Year:

| Benefits                | FY 2024-25 (Current Financial Year)                |  |  | FY 2023-24 (Previous Financial Year)               |  |  |
|-------------------------|--|--|--|--|--|--|
|                         | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF                      | 100%   | NA   | Y  | 100%   | NA   | Y  |
| Gratuity                | 100%   | NA   | Y  | 100%   | NA   | Y  |
| ESI                     | 43%  | NA   | Y  | 48%  | NA   | Y  |
| Others – Please specify | NA   | NA   | NA   | NA   | NA   | NA   |

## 3. Accessibility of workplaces:

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company is committed to building an accessible and inclusive workplace that values the skills and talents of individuals with disabilities. Over the year, we have identified suitable roles to onboard more differently abled team members through inclusive hiring practices. We continue to make steady progress toward increasing their participation across the organization.

## 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:

The Company is firmly committed to a policy of non-discrimination and maintains a zero-tolerance approach toward any behaviour that violates its ethical standards or Code of Conduct. These principles are clearly articulated in the Business Responsibility Policy, underscoring the Company's dedication to fostering a culture of fairness, respect, and accountability. The policy is available at: <https://images.vijayadiagnostic.com/investor/corporategovernance/Business-Responsibility-Policy.pdf>

## 5. Return to work and Retention rates of permanent employees and workers that took parental leave:

| Gender       | Permanent employees |                | Permanent workers   |                |
|--------------|---------------------|----------------|---------------------|----------------|
|              | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male         | 100.00%             | 100.00%        | Not Applicable      |                |
| Female       | 98.45%              | 97.85%         |                     |                |
| <b>Total</b> | <b>99.22%</b>       | <b>98.92%</b>  |                     |                |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:

| Yes/No (If Yes, then give details of the mechanism in brief) |   |
|--|---|
| Permanent Workers  | Not Applicable  |
| Other than Permanent Workers                                 |   |
| Permanent Employees  | <p>The Company fosters a culture that encourages employees to openly raise and discuss concerns with their Superiors, Business Leaders, or Human Resource (HR) Managers. Multiple communication channels have been established to facilitate dialogue, engagement, and clarification of issues. Employees are encouraged to share feedback or lodge complaints either directly with their respective HR managers or by registering them on <a href="mailto:grievance@vijayadiagnostic.in">grievance@vijayadiagnostic.in</a></p> <p>For grievances pertaining to sexual harassment, employees may also write to <a href="mailto:Poshcommittee@vijayadiagnostic.in">Poshcommittee@vijayadiagnostic.in</a></p> <p>Any matters falling under the scope of the Whistle Blower Policy or requiring Senior Management escalation are addressed in accordance with the provisions of the Whistle Blower Policy. This policy empowers employees to report concerns related to illegal or unethical practices without fear of retaliation. Such concerns can be communicated by writing to <a href="mailto:whistleblower@vijayadiagnostic.in">whistleblower@vijayadiagnostic.in</a></p> |
| Other than Permanent Employees                               |   |
|  |   |

The Company has an established grievance redressal mechanism to address a wide range of employee concerns arising in the workplace. These may include issues related to wage payments, working conditions, medical facilities, recovery of dues, leave, transfers, promotions, or any other matters pertaining to employees' terms of employment and working environment.

Employees need to report to all/any grievance in the prescribed format to the grievance redressal committee at the email id: [grievance@vijayadiagnostic.in](mailto:grievance@vijayadiagnostic.in) for the grievance redressal process to get activated.

7. Membership of employees and worker in association(s) or Unions recognised by the entity:

| Benefits                         | FY 2024-25 (Current Financial Year)                |  |           | FY 2023-24 (Previous Financial Year)               |   |           |
|----------------------------------|--|--|-----------|--|---|-----------|
|                                  | Total employees/workers in respective category (A) | No. of employees/workers in respective category, who are part of association(s) or Union (B) | % (B/A)   | Total employees/workers in respective category (C) | Total employees/workers in respective category (C) No. of employees/workers in respective category, who are part of association(s) or Union (D) | % (D/C)   |
| <b>Total Permanent Employees</b> | <b>2218</b>  | <b>0</b>   | <b>0%</b> | <b>2053</b>  | <b>0</b>  | <b>0%</b> |
| Male                             | 1335   | 0  | 0%        | 1215   | 0   | 0%        |
| Female                           | 883  | 0  | 0%        | 838  | 0   | 0%        |
| <b>Total Permanent Workers</b>   |  |  |           |  |   |           |
| Male                             |  |  |           |  |   |           |
| Female                           |  |  |           |  |   |           |

Not Applicable

#### 8. Details of training given to employees and workers:

| Benefits  | FY 2024-25 (Current Financial Year) |                                  |         |                          |         | FY 2023-24 (Previous Financial Year) |                                  |         |                          |         |
|-----------|-------------------------------------|----------------------------------|---------|--------------------------|---------|--------------------------------------|----------------------------------|---------|--------------------------|---------|
|           | Total<br>(A)                        | On Health and<br>Safety Measures |         | On Skill<br>Upgradations |         | Total<br>(D)                         | On Health and<br>safety measures |         | On Skill<br>Upgradations |         |
|           |                                     | No. (B)                          | % (B/A) | No. (C)                  | % (C/A) |                                      | No. (E)                          | % (E/D) | No. (F)                  | % (F/D) |
| Employees |                                     |                                  |         |                          |         |                                      |                                  |         |                          |         |
| Male      | 1335                                | 1335                             | 100%    | 1335                     | 100%    | 1471                                 | 1471                             | 100%    | 1471                     | 100%    |
| Female    | 883                                 | 883                              | 100%    | 883                      | 100%    | 1227                                 | 1227                             | 100%    | 1227                     | 100%    |
| Total     | 2218                                | 2218                             | 100%    | 2218                     | 100%    | 2698                                 | 2698                             | 100%    | 2698                     | 100%    |
| Workers   |                                     |                                  |         |                          |         |                                      |                                  |         |                          |         |
| Male      |                                     |                                  |         |                          |         |                                      |                                  |         |                          |         |
| Female    | Not Applicable                      |                                  |         |                          |         |                                      |                                  |         |                          |         |
| Total     |                                     |                                  |         |                          |         |                                      |                                  |         |                          |         |

Not Applicable

#### 9. Details of performance and career development reviews of employees and worker:

| Benefits         | FY 2024-25 (Current Financial Year) |              |               | FY 2023-24 (Previous Financial Year) |              |               |
|------------------|-------------------------------------|--------------|---------------|--------------------------------------|--------------|---------------|
|                  | Total (A)                           | No. (B)      | % (B/A)       | Total (C)                            | No. (D)      | % (D/C)       |
| <b>Employees</b> |                                     |              |               |                                      |              |               |
| Male             | 1335                                | 1063         | 79.63%        | 1471                                 | 1215         | 82.60%        |
| Female           | 883                                 | 651          | 48.76%        | 1227                                 | 838          | 68.30%        |
| <b>Total</b>     | <b>2218</b>                         | <b>1714*</b> | <b>77.28%</b> | <b>2698</b>                          | <b>2053*</b> | <b>76.09%</b> |
| <b>Workers</b>   |                                     |              |               |                                      |              |               |
| Male             |                                     |              |               |                                      |              |               |
| Female           |                                     |              |               |                                      |              |               |
| <b>Total</b>     |                                     |              |               |                                      |              |               |

Not Applicable

\*excludes other than permanent employees.

#### 10. Health and safety management system:

| Sl. No. | Particulars   | Response  |
|---------|---|---|
| a)      | Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system? | Yes, the safety manual covers guidelines which are applicable to all units/centres.   |
| b)      | What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?             | <p>Appropriate policies and guidelines have been established to address various types of workplace hazards, along with corresponding risk assessment and mitigation measures.</p> <ul style="list-style-type: none"> <li>All work-related hazards are identified in accordance with recommended guidelines.</li> <li>Risk assessment procedures for these hazards are incorporated into the Company's Safety Manual.</li> <li>Regular audits are conducted by the Quality Department to ensure ongoing compliance with safety protocols.</li> </ul> |

## 10. Health and safety management system: (Contd.)

| Sl. No. | Particulars  | Response   |
|---------|--|--|
| c)      | Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No) | <ul style="list-style-type: none"> <li>The Laboratory Safety Program outlines specific procedures to be followed by personnel in the event of any adverse safety incident.</li> <li>A dedicated Safety Incident Reporting Tool has been developed to document and track each incident or occurrence across work units.</li> </ul>  |
| d)      | Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)              | <ul style="list-style-type: none"> <li>Mediclaime coverage is provided to all employees not covered under the Employees' State Insurance (ESI) Act.</li> <li>Employees falling under the ambit of the ESI Act are entitled to all applicable medical benefits as per ESIC provisions.</li> <li>In addition, all employees are eligible for discounted diagnostic investigations as part of the Company's healthcare benefits.</li> </ul> |

## 11. Details of safety related incidents, in the following format:

| Safety Incident/Number   | Category  | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|--|-----------|--|---|
| Lost Time Injury Frequency Rate (LTIFR)<br>(per one million-person hours worked) | Employees | --                                     | --                                      |
|  | Workers   | --                                     | --                                      |
| Total recordable work-related injuries   | Employees | --                                     | --                                      |
|  | Workers   | --                                     | --                                      |
| No. of fatalities  | Employees | --                                     | --                                      |
|  | Workers   | --                                     | --                                      |
| High consequence work-related injury<br>or ill-health (excluding fatalities)     | Employees | --                                     | --                                      |
|  | Workers   | --                                     | --                                      |

## 12. Describe the measures taken by the entity to ensure a safe and healthy workplace:

The Company has established comprehensive safety guidelines covering various aspects of workplace safety, including personal protection, safety equipment, emergency procedures, fire safety, chemical hygiene, electrical safety, waste disposal, and the proper use of laboratory equipment.

- Personal protective equipment (PPE) such as lab coats, gloves, eye wash stations, and safety goggles are provided to staff.
- Fire sprinklers and extinguishers are installed across all workplaces, and periodic fire drills are conducted under the supervision of designated safety officers.
- Disinfection protocols are rigorously followed in laboratory areas to maintain hygiene and safety.
- Ergonomically designed laboratory furniture is provided to enhance comfort and reduce strain during operations.
- Regular health check-ups are conducted, and immunizations are provided for all employees in technical and sample-handling roles.

### 13. Number of Complaints on the following made by employees and workers:

|                    | FY 2024-25 (Current Financial Year) |                                       |         | FY 2023-24 (Previous Financial Year) |                                       |         |
|--------------------|-------------------------------------|---------------------------------------|---------|--------------------------------------|---------------------------------------|---------|
|                    | Filed during the year               | Pending resolution at the end of year | Remarks | Filed during the year                | Pending resolution at the end of year | Remarks |
| Working Conditions | 0                                   | 0                                     | -       | 0                                    | 0                                     | --      |
| Health & Safety    | 0                                   | 0                                     | -       | 0                                    | 0                                     | --      |

### 14. Assessments for the year:

| Sl. No.                     | % of your plants and offices that were assessed (by entity or statutory authorities or third parties)   |
|-----------------------------|---|
| Health and safety practices | The Company places strong emphasis on maintaining high standards of health and safety across all its operations through a structured audit and training framework:  |
| Working Conditions          | <ol style="list-style-type: none"> <li>Periodic internal audits of health and safety practices are conducted by the Quality team to ensure compliance and continuous improvement.</li> <li>Prior to commissioning any new laboratories, the Project and Lab Operations teams conduct comprehensive safety audits of the facilities. Regular safety training sessions are also organized for staff.</li> <li>Fire drills are conducted at regular intervals to ensure employees are well-informed about safety protocols and response actions in case of emergencies or non-compliance.</li> <li>External audits by accrediting bodies such as NABL, NABH, and ISO are conducted annually to assess the effectiveness of health and safety policies, as well as overall working conditions.</li> </ol> |

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions:

- The Laboratory Safety Manual serves as a comprehensive reference document for addressing all safety-related matters.
- In the event of a safety incident, clearly defined corrective protocols are in place and diligently followed.
- All staff undergo periodic safety training to reinforce awareness and preparedness.
- A standardized Risk Management Guide has been developed and implemented across all laboratories to proactively identify, assess, and mitigate potential risks.

## PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

#### 1. Describe the processes for identifying key stakeholder groups of the entity:

The Company's approach to responsible and sustainable business practices is rooted in regular engagement with both internal and external stakeholders. This engagement enables the Company to assess its performance based on the value delivered to stakeholders and to identify and prioritize key sustainability issues according to their relevance to the business and stakeholder expectations.

Such stakeholder engagement not only aids in identifying potential opportunities but also plays a critical role in assessing emerging risks that may escalate in significance over time.

The Company's process for identifying key stakeholders is guided by the following factors:

- Alignment with its Mission, Vision, and Policy statements.
- Involvement of key decision-makers across the organization.
- Assessment of individual stakeholders based on their level of influence and impact on the decision-making process.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

| Stakeholder Group            | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/Half yearly/Quarterly/ others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement                     |
|------------------------------|--|---|---|---|
| Employees                    | No   | Emails, Meetings  | Monthly/Weekly  | Regular Company updates/Training Needs  |
| Customers                    | No   | SMS, Newspaper, Pamphlets, Website/ Helpline Desk   | Annual/Half Yearly/ Quarterly/Monthly   | Promotion Schemes/ New Tests etc  |
| Investors & Shareholders     | No   | Newspapers/Website/ Meetings/Business & Investor Meets  | Annual/Half Yearly/ Quarterly   | Financial Results/ other Corporate Announcements/ Strategic Investment  |
| Govt./Regulatory Authorities | No   | Emails/Community Meetings   | Quarterly/Half Yearly   | Representations/ Perspective on change in regulations/ upcoming laws  |
| Communities                  | No   | Community Meetings  | Annual/Half Yearly/ Quarterly   | Developmental/ Educational needs as part of the Company's CSR obligation/ Environment & Sustainability Review       |
| Vendors                      | No   | Digital Meetings/In person meetings   | Quarterly with Strategic vendors & with other vendors once in a year/need basis   | Regular business updates, Performance feedback, Updation about change in regulation pertaining to supplies/services |

## PRINCIPLE 5: Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:

| Category               | FY 2024-25 (Current Financial Year) |                                       |             | FY 2023-24 (Previous Financial Year) |                                       |             |
|------------------------|-------------------------------------|---------------------------------------|-------------|--------------------------------------|---------------------------------------|-------------|
|                        | Total (A)                           | No. of employees/ workers covered (B) | % (B/A)     | Total (C)                            | No. of employees/ workers covered (D) | % (D/C)     |
| <b>Employees</b>       |                                     |                                       |             |                                      |                                       |             |
| Permanent              | 2218                                | 2218                                  | 100%        | 2053                                 | 2053                                  | 100%        |
| Other than permanent   | 635                                 | 635                                   | 100%        | 645                                  | 645                                   | 100%        |
| <b>Total Employees</b> | <b>2853</b>                         | <b>2853</b>                           | <b>100%</b> | <b>2698</b>                          | <b>2698</b>                           | <b>100%</b> |
| <b>Workers</b>         |                                     |                                       |             |                                      |                                       |             |
| Permanent              |                                     |                                       |             |                                      |                                       |             |
| Other than permanent   |                                     |                                       |             |                                      |                                       |             |
| <b>Total Workers</b>   |                                     |                                       |             |                                      |                                       |             |

Not Applicable

## 2. Details of minimum wages paid to employees and workers:

| Category             | FY 2024-25 (Current Financial Year)   |                          |         |                           |         | FY 2023-24 (Previous Financial Year) |                          |         |                           |         |
|----------------------|---|--------------------------|---------|---------------------------|---------|--------------------------------------|--------------------------|---------|---------------------------|---------|
|                      | Total<br>(A)  | Equal to<br>Minimum Wage |         | More than<br>Minimum Wage |         | Total<br>(D)                         | Equal to<br>Minimum Wage |         | More than<br>Minimum Wage |         |
|                      |   | No. (B)                  | % (B/A) | No. (C)                   | % (C/A) |                                      | No. (E)                  | % (E/D) | No. (F)                   | % (F/D) |
| Employees            |   |                          |         |                           |         |                                      |                          |         |                           |         |
| Permanent            | 2218  | 510                      | 23%     | 1535                      | 75%     | 2053                                 | 518                      | 25%     | 1535                      | 75%     |
| Male                 | 1335  | 267                      | 20%     | 948                       | 78%     | 1215                                 | 267                      | 22%     | 948                       | 78%     |
| Female               | 883   | 251                      | 28%     | 587                       | 70%     | 838                                  | 251                      | 30%     | 587                       | 70%     |
| Other than Permanent | The Company engages trainees and consultants who are governed by their respective contracts |                          |         |                           |         |                                      |                          |         |                           |         |
| Male                 | --  | --                       | --      | --                        | --      | --                                   | --                       | --      | --                        | --      |
| Female               | --  | --                       | --      | --                        | --      | --                                   | --                       | --      | --                        | --      |
| Workers              |   |                          |         |                           |         |                                      |                          |         |                           |         |
| Permanent            | Not Applicable  |                          |         |                           |         |                                      |                          |         |                           |         |
| Male                 |   |                          |         |                           |         |                                      |                          |         |                           |         |
| Female               |   |                          |         |                           |         |                                      |                          |         |                           |         |
| Other than Permanent |   |                          |         |                           |         |                                      |                          |         |                           |         |
| Male                 |   |                          |         |                           |         |                                      |                          |         |                           |         |
| Female               |   |                          |         |                           |         |                                      |                          |         |                           |         |

## 3. Details of remuneration/salary/wages:

### a) Median/wages:

| Remuneration* FY 2024-25           | Male   |  | Female |  |
|------------------------------------|--------|--|--------|--|
|                                    | Number | Median *remuneration/<br>salary/wages of respective<br>category (in ₹) | Number | Median *remuneration/<br>salary/wages of respective<br>category (in ₹) |
| Board of Directors (BoD)           | 5      | 12,00,000  | 3      | 12,00,000  |
| Key Managerial Personnel**         | 4      | 92,59,500  | 1      | 2,75,00,000  |
| Employees (other than BoD and KMP) | 1,335  | 3,59,400   | 883    | 2,54,400   |
| Workers                            | --     | --   | --     | --   |

\*Remuneration means and includes the Cost to the Company (CTC).

\*\*Includes Managing Director & CEO, Whole-time Directors, Chief Financial Officer and Company Secretary.

### b) Gross wages paid to females as % of total wages paid by the entity, in the following format:

|   | FY 2024-25 | FY 2023-24 |
|---|------------|------------|
| Gross wages paid to females as % of total wages | 30.00      | 31.10      |

## 4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No):

Yes, The Company is committed to upholding honesty, fairness, and transparency, consistently striving to maintain the highest standards of ethical conduct. It actively promotes professionalism and ethical behaviour across all levels of the organisation and has implemented robust measures to foster and sustain this culture. To ensure a safe and ethical workplace for all, the management promptly investigates and addresses any concerns in line with the Company's established policies.

## 5. Describe the internal mechanisms in place to redress grievances related to human rights issues:

The Company is unwavering in its commitment to upholding universally recognised human rights principles and standards across all facets of its operations. In alignment with this commitment, the Company has instituted comprehensive and stringent processes to proactively prevent any form of human rights infringement. A robust whistle-blower mechanism is in place, empowering employees to voice concerns or report grievances in a secure and confidential manner. Every reported issue is subject to a thorough and impartial investigation, ensuring timely and appropriate redressal. Through these measures, the Company fosters a culture of accountability, respect, and integrity, reinforcing its position as a responsible and ethical corporate citizen.

## 6. Number of Complaints on the following made by employees and workers:

|                                   | FY 2024-25 (Current Financial Year) |                                       |         | FY 2023-24 (Previous Financial Year) |                                       |         |
|-----------------------------------|-------------------------------------|---------------------------------------|---------|--------------------------------------|---------------------------------------|---------|
|                                   | Filed during the year               | Pending resolution at the end of year | Remarks | Filed during the year                | Pending resolution at the end of year | Remarks |
| Sexual Harassment                 | 1                                   | 0                                     | --      | 0                                    | 0                                     | --      |
| Discrimination at workplace       | 0                                   | 0                                     | --      | 0                                    | 0                                     | --      |
| Child Labour                      | 0                                   | 0                                     | --      | 0                                    | 0                                     | --      |
| Forced Labour/ Involuntary Labour | 0                                   | 0                                     | --      | 0                                    | 0                                     | --      |
| Wages                             | 0                                   | 0                                     | --      | 0                                    | 0                                     | --      |
| Other human rights related issues | 0                                   | 0                                     | --      | 0                                    | 0                                     | --      |

## 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

| Particulars  | FY 2024-25 | FY 2023-24 |
|--|------------|------------|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 1          | 0          |
| Complaints on POSH as a % of female employees/workers  | 0.11%      | 0          |
| Complaints on POSH upheld  | 0          | 0          |

## 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

The Company has instituted a comprehensive Code of Conduct, a gender-neutral Prevention of Sexual Harassment (PoSH) Policy, and Business Responsibility and Reporting (BRR) policies to uphold the highest standards of integrity and accountability. These frameworks are designed to encourage and facilitate the transparent reporting of grievances or complaints by employees. In the event of any human rights concern, the Company's management is committed to taking prompt and stringent action, ensuring thorough investigation and resolution in accordance with established policies. These measures reinforce the Company's dedication to maintaining a safe, inclusive, and ethically responsible work environment for all.

All Company policies are designed to ensure that employees who raise concerns or report violations are fully protected from any form of retaliation, discrimination, or threat to their employment. The Company is firmly committed to safeguarding individuals who act in good faith to uphold its ethical standards, ensuring that no adverse action is taken against them for disclosing misconduct or policy breaches. This commitment reinforces a culture of transparency, trust, and accountability across the organisation.

## 9. Do human rights requirements form part of your business agreements and contracts? (Yes/No):

Yes, all relevant business agreements and contracts incorporate the requisite clauses to ensure alignment with the Company's ethical, legal, and operational standards.

## 10. Assessments for the year:

|                             | <b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>   |
|-----------------------------|--|
| Child labour                | No cases were reported during the period under review. The Company has robust systems in place with built-in checks to prevent the hiring of individuals below the age of 14. These systems are designed to trigger alerts, enabling the relevant teams to take immediate corrective action, thereby ensuring strict compliance with child labour laws.  |
| Forced/ involuntary labour  | No cases were reported during the period under review. Any such incidents, if reported, are addressed through the Company's established redressal mechanisms, ensuring timely and appropriate resolution in line with internal policies and regulatory requirements.   |
| Sexual harassment           | All cases related to POSH are addressed by the designated Internal Committees in accordance with the applicable policies and legal provisions. The outcomes and status of these cases are duly reported to the management. Further, the Annual Report provides disclosures on the number of cases received and their resolution status, ensuring transparency and accountability in the process. |
| Discrimination at workplace | No case reported for the period. Any such incidence raised shall be addressed by the redressal mechanism.  |
| Wages                       | No cases were reported during the period under review. Furthermore, compliance with minimum wage requirements is regularly audited by both the Statutory and Internal Auditors to ensure adherence to applicable labour laws and fair wage practices.  |
| Others – please specify     | -  |

## 11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above:

All the cases of POSH are handled by respective committees and the reports are submitted to the management.

## PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

### Essential Indicators

#### 1. Details of total energy consumption (in Joules or multiples) and energy intensity:

| Parameter   | <b>FY 2024-25<br/>(Current Financial Year)</b> | <b>FY 2023-24<br/>(Previous Financial Year)</b> |
|---|--|---|
| <b>From renewable sources</b>   |  |   |
| Total electricity consumption (A)   | -  | -   |
| Total fuel consumption (B)  | -  | -   |
| Energy consumption through other sources (C)  | -  | -   |
| <b>Total energy consumed from renewable sources (A+B+C)</b>   | <b>-</b>                                       | <b>-</b>  |
| <b>From non-renewable sources</b>   |  |   |
| Total electricity consumption (D) (In Giga Joules)  | 56,045   | 45,288  |
| Total fuel consumption (E) (In Giga Joules)   | 730  | 2,395   |
| Energy consumption through other sources (F)  | 0  | 0   |
| <b>Total energy consumed from non-renewable sources (D+E+F) (In Giga Joules)</b>  | <b>56,775</b>                                  | <b>47,683</b>                                   |
| <b>Total energy consumed (A+B+C+D+E+F) (In Giga Joules)</b>   | <b>56,775</b>                                  | <b>47,683</b>                                   |
| Energy intensity per rupee of turnover<br>(Total energy consumption/turnover in rupees)   | 0.00000905                                     | 0.0000091                                       |
| <b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b><br>(Total energy consumed/Revenue from operations adjusted for PPP) (conversion factor @22.88 INR/USD) | <b>0.000207</b>                                | <b>0.000208</b>                                 |

## 1. Details of total energy consumption (in Joules or multiples) and energy intensity: (Contd.)

| Particulars   | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|---|--|---|
| Energy intensity in terms of physical output                                    | --                                     | --                                      |
| Energy intensity (optional) – the relevant metric may be selected by the entity | --                                     | --                                      |

Note: No independent assessment, evaluation, or assurance has been conducted by an external agency during the reporting period.

## 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any:

No.

## 3. Provide details of the following disclosures related to water:

| Particulars  | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|--|--|---|
| <b>Water withdrawal by source (in kilolitres)</b>  |  |   |
| (i) Surface water  | --                                     | --                                      |
| (ii) Groundwater   | --                                     | --                                      |
| (iii) Third party water  | 2,630                                  | 2,862                                   |
| (iv) Seawater/desalinated water  | --                                     | --                                      |
| (v) Others   | --                                     | --                                      |
| <b>Total volume of water withdrawal (in kilolitres)<br/>(i + ii + iii + iv + v)</b>  | <b>2,630</b>                           | <b>2,862</b>                            |
| <b>Total volume of water consumption (in kilolitres)*</b>  | <b>2,630</b>                           | <b>2,862</b>                            |
| <b>Water intensity per rupee of turnover</b><br>(Water consumed/turnover)  | 0.000000419                            | 0.00000057                              |
| <b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b><br>(Total water consumption/Revenue from operations adjusted for PPP) (conversion factor @22.88 INR/USD) | 0.00000959                             | 0.0000125                               |
| <b>Water intensity in terms of physical output</b>   | --                                     | --                                      |
| Water intensity (optional) - the relevant metric may be selected by the entity   | --                                     | --                                      |

\*Total volume of water withdrawal and water consumption has been assumed the same.

Note: No independent assessment, evaluation, or assurance has been conducted by an external agency during the reporting period.

## 4. Provide the following details related to water discharged:

| Parameter  | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|--|--|---|
| <b>Water discharge by destination and level of treatment (in kilolitres)</b> |  |   |
| (i) To Surface water   | --                                     | --                                      |
| - No treatment   | 2,630                                  | 2,862                                   |
| - With treatment – please specify level of treatment                         |  |   |
| (ii) To Groundwater  | --                                     | --                                      |
| - No treatment   |  |   |
| - With treatment – please specify level of treatment                         |  |   |

#### 4. Provide the following details related to water discharged: (Contd.)

| Parameter  | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|--|--|---|
| (iii) To Seawater                                    | --                                     | --                                      |
| - No treatment                                       |  |   |
| - With treatment – please specify level of treatment |  |   |
| (iv) Sent to third parties                           | --                                     | --                                      |
| - No treatment                                       |  |   |
| - With treatment – please specify level of treatment |  |   |
| (v) Others   | --                                     | --                                      |
| - No treatment                                       |  |   |
| - With treatment – please specify level of treatment |  |   |
| <b>Total water discharged (in kilolitres)</b>        | <b>2,630</b>                           | <b>2,862</b>                            |

Note: No independent assessment, evaluation, or assurance has been conducted by an external agency during the reporting period.

#### 5. Has the Company implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Nil

#### 6. Please provide details of air emissions (other than GHG emissions) by the entity:

| Parameter                           | Unit | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|-------------------------------------|------|--|---|
| NOx                                 | --   | --                                     | --                                      |
| SOx                                 | --   | --                                     | --                                      |
| Particulate matter (PM)             | --   | --                                     | --                                      |
| Persistent organic pollutants (POP) | --   | --                                     | --                                      |
| Volatile organic compounds (VOC)    | --   | --                                     | --                                      |
| Hazardous air pollutants (HAP)      | --   | --                                     | --                                      |
| Others – please specify             | --   | --                                     | --                                      |

Note: As a service-oriented organization, the Company's primary source of air emissions is the use of diesel generators at its centres and office locations. These generators are routinely maintained and are operated in compliance with applicable regulatory norms, ensuring that emissions remain within the permissible limits.

Note: No independent assessment, evaluation, or assurance has been conducted by an external agency during the reporting period.

#### 7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

The Company is not into manufacturing and therefore the possibility of releasing GHG emissions into the atmosphere is negligible/not applicable.

| Parameter  | Unit  | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|--|---|--|---|
| <b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) | Metric tonnes of CO <sub>2</sub> equivalent | ---                                    | ---                                     |
| <b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) | Metric tonnes of CO <sub>2</sub> equivalent | ---                                    | ---                                     |

## 7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

The Company is not into manufacturing and therefore the possibility of releasing GHG emissions into the atmosphere is negligible/not applicable. (Contd.)

| Parameter  | Unit  | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|--|---|--|---|
| <b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations)   | Metric tonnes of CO <sub>2</sub> equivalent | ---                                    | ---                                     |
| <b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP) (conversion factor @22.88 INR/USD) | Metric tonnes of CO <sub>2</sub> equivalent | ---                                    | ---                                     |
| <b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>  | Metric tonnes of CO <sub>2</sub> equivalent | ---                                    | ---                                     |
| <b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity   | Metric tonnes of CO <sub>2</sub> equivalent | ---                                    | ---                                     |

Note: No independent assessment, evaluation, or assurance has been conducted by an external agency during the reporting period.

## 8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details:

No

## 9. Provide details related to waste management by the entity:

| Parameter   | FY 2024-25<br>(Current Financial Year) | FY 2023-24<br>(Previous Financial Year) |
|---|--|---|
| <b>Total Waste generated (in metric tonnes)</b>   |  |   |
| Plastic waste (A)<br>(Plastic Waste is included in the Bio Medical Waste)   |  |   |
| E-waste (B)   | 1.23                                   | 1.36                                    |
| Bio-medical waste (C)   | 78.41                                  | 106.88                                  |
| Construction and demolition waste (D)   | --                                     | --                                      |
| Battery waste (E)   | --                                     | --                                      |
| Radioactive waste (F)   | --                                     | --                                      |
| Other Hazardous waste. Please Specify (G)   | --                                     | --                                      |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | --                                     | --                                      |
| <b>Total (A+ B + C + D + E + F + G + H)</b>   | <b>79.64</b>                           | <b>108.24</b>                           |
| <b>Waste intensity per rupee of turnover (Waste consumed/turnover)</b>  | <b>0.000000013</b>                     | <b>0.000000021</b>                      |

9. Provide details related to waste management by the entity: (Contd.)

| Parameter   | FY 2024-25<br>(Current Financial<br>Year) | FY 2023-24<br>(Previous Financial<br>Year) |
|---|---|--|
| <b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste consumption/Revenue from operations adjusted for PPP) (conversion factor @22.88 INR/USD) | 0.000000291                               | 0.000000472                                |
| <b>Waste intensity in terms of physical output</b>  | -   | -  |
| <b>Waste intensity (optional)</b> – the relevant metric may be selected by the entity   | -   | -  |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)   |   |  |
| <b>Category of waste</b>  |   |  |
| (i) Recycled  | -   | -  |
| (ii) Re-used  | -   | -  |
| (iii) Other recovery operations   | -   | -  |
| <b>Total</b>  | -   | -  |
| Bio Medical generated by the Company in the course of its operations cannot be recovered through recycling or reusing by the Company  |   |  |
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)  |   |  |
| <b>Category of waste</b>  |   |  |
| (i) Incineration  | -   | -  |
| (ii) Landfilling  | -   | -  |
| (iii) Other disposal operations – i.e., handing over the waste to authorised service providers for further processing   | 79.64                                     | 108.24                                     |
| <b>Total</b>  | <b>79.64</b>                              | <b>108.24</b>                              |

Note: No independent assessment, evaluation, or assurance has been conducted by an external agency during the reporting period.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:

The Company adheres to the Biomedical Waste Management Rules, 2016, issued by the Central Pollution Control Board (CPCB) for the safe disposal of biomedical waste (BMW). PCB-authorized collectors are engaged for the proper segregation, handling, and disposal of such waste. In alignment with the guidelines prescribed by the Ministry of Environment, Forest and Climate Change (MoEF), the Company has also implemented an e-waste management policy, covering all electronic and electrical equipment. E-waste and waste oil are disposed of exclusively through authorised vendors. General waste comprising paper, cardboard boxes, routine plastic waste, tins, and other non-hazardous materials is disposed of on a need basis. Additionally, periodic site visits are conducted by Company officials to verify that all engaged vendors are adhering to applicable compliance requirements.

The Company has implemented robust measures to digitise its processes, significantly reducing reliance on paper-based documentation. Efforts to minimise paper usage across all office locations remain an ongoing initiative, reinforcing our commitment to environmental sustainability and operational efficiencies.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required:

| S. No  | Location of operations/offices | Type of operations | Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|--|--------------------------------|--------------------|---|
| Not applicable, as the Company does not operate in or around any ecologically sensitive areas. Accordingly, there are no environmental approvals or clearances required or applicable during the reporting period. |                                |                    |   |

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

The Company has not undertaken any EIA project during the year.

| Name and brief details of project   | EIA Notification No. | Date | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | Relevant web link |
|---|----------------------|------|---|--|-------------------|
| Not applicable, as the Company has not undertaken any projects during the current financial year that mandate environmental impact assessments under applicable laws and regulations. |                      |      |   |  |                   |

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances:

Based on the nature of its business operations, the Company remains fully compliant with all applicable laws, regulations, and guidelines.

| S. No. | Specify the law/regulation/guidelines which was not complied with | Provide details of the non-compliance | Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|--------|---|---------------------------------------|---|---------------------------------|
| -      |   |                                       |   |                                 |

## PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

### Essential Indicators

1. a) Number of affiliations with trade and industry chambers/associations:

The Company was a member of one (1) trade and industry chambers/associations during FY2025.

b) List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to:

| Sl. No. | Name of the trade and industry chambers/associations | Reach of trade and industry chambers/associations (State/National) |
|---------|--|--|
| 1.      | Confederation of Indian Industry ('CII')             | Nationals  |

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities:

| Name of authority   | Brief of the case | Corrective action taken |
|---|-------------------|-------------------------|
| The Company has not engaged in any anti-competitive practices and, accordingly, has not received any adverse orders or observations from regulatory authorities in this regard. |                   |                         |

## PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project   | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | Relevant Web link |
|---|----------------------|----------------------|---|--|-------------------|
| Not applicable, as the Company did not undertake any projects during the reporting period that required a Social Impact Assessment under applicable laws. |                      |                      |   |  |                   |

2. Provide information on project(s) for which on-going Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

| S. No.  | Name of Project for which R&R is on-going | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In INR) |
|---|---|-------|----------|---|--------------------------|---|
| Not applicable, as the Company did not undertake any projects during the reporting period that required Rehabilitation and Resettlement (R&R) in accordance with applicable laws. |   |       |          |   |                          |   |

3. Describe the mechanisms to receive and redress grievances of the community:

The Company is not engaged in manufacturing activities, and its operations, primarily comprising diagnostic centres, do not have any significant impact on the lives of local communities in the areas where it operates.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| Category                                    | FY 2024-25 (Current Financial Year) | FY 2023-24 (Previous Financial Year) |
|---|-------------------------------------|--------------------------------------|
| Directly sourced from MSMEs/Small producers | 9.72%                               | 10.53%                               |
| Sourced directly within India               | 100.00%                             | 100.00%                              |

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

| Location     | FY 2024-25 | FY 2023-24 |
|--------------|------------|------------|
| Rural        | -          | -          |
| Semi-urban   | 0.41%      | 11.15%     |
| Urban        | 17.73%     | 11.12%     |
| Metropolitan | 81.86%     | 77.73%     |

## PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

### Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

The Company has established a robust, multi-channel customer support ecosystem seamlessly integrating voice calls, emails, social media, mobile app, and chat interfaces to ensure accessibility and responsiveness at every touchpoint. A high priority is placed on First Call Resolution (FCR), enabling swift and effective responses wherever possible. For cases requiring further action, complaints are systematically logged, tagged, and closely tracked through internal workflows to ensure timely resolution.

In instances where a customer is not fully satisfied, the concern is promptly escalated and collaboratively reviewed with relevant internal stakeholders to ensure a resolution that aligns with both the customer's expectations and the Company's service standards. This proactive and structured approach enables the Company to achieve an average complaint closure time of under 48 hours, reflecting its deep commitment to customer satisfaction and service excellence.

**2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:**

| Category  | As a percentage to total turnover |
|---|-----------------------------------|
| Environmental and social parameters relevant to the product |                                   |
| Safe and responsible usage                                  | Not Applicable                    |
| Recycling and/or safe disposal                              |                                   |

**3. Number of Complaints on the following made by employees and workers:**

| Category                       | FY 2024-25 (Current Financial Year) |                                   |  | FY 2023-24 (Previous Financial Year) |                                   |  |
|--------------------------------|-------------------------------------|-----------------------------------|--|--------------------------------------|-----------------------------------|--|
|                                | Received during the year            | Pending resolution at end of year | Remarks  | Received during the year             | Pending resolution at end of year | Remarks  |
| Data privacy                   | -                                   | -                                 | -  | -                                    | -                                 | -  |
| Advertising                    | -                                   | -                                 | -  | -                                    | -                                 | -  |
| Cyber-security                 | -                                   | -                                 | -  | -                                    | -                                 | -  |
| Delivery of essential services | 6,462                               | 135                               | The unresolved complaints as on March 31, 2025, have been subsequently resolved. | 3,366                                | 166                               | The unresolved complaints as on March 31, 2024, have been subsequently resolved. |
| Restrictive Trade Practices    | -                                   | -                                 | -  | -                                    | -                                 | -  |
| Unfair Trade Practices         | -                                   | -                                 | -  | -                                    | -                                 | -  |
| Other                          | -                                   | -                                 | -  | -                                    | -                                 | -  |

**4. Details of instances of product recalls on account of safety issues:**

| Particulars       | Number | Reasons for recall |
|-------------------|--------|--------------------|
| Voluntary recalls | -      | Not Applicable     |
| Forced recalls    | -      | Not Applicable     |

**5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:**

Yes, the Company is committed to respecting the privacy of every individual who shares personal information or data with it. The Company's Privacy Policy outlines the principles and practices followed to ensure data protection and confidentiality. The policy can be accessed through the following link on the Company's official website: <https://www.vijayadiagnostic.com/privacy-policy>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services:**

There was no material issues reported during the period under review relating to advertising practices, delivery of essential services, cyber security, or customer data privacy that required corrective action. Furthermore, no penalties were imposed, nor was any action taken by any regulatory authority against the Company in this regard.

**7. Provide the following information relating to data breaches:**

**a. Number of instances of data breaches:**

None

**b. Percentage of data breaches involving personally identifiable information of customers:**

Nil

**c. Impact, if any, of the data breaches:**

Not Applicable

# Independent Auditor's Report

To the Members of Vijaya Diagnostic Centre Limited

Report on the Audit of the Standalone Financial Statements

## OPINION

We have audited the standalone financial statements of Vijaya Diagnostic Centre Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

## BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section

143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## REVENUE RECOGNITION

Refer note 3A of the summary of material accounting policies and note 14 to standalone financial statements

| The key audit matter  | How the matter was addressed in our audit   |
|---|---|
| Revenue from diagnostics services is recognised at a point in time when the tests are conducted and test samples are processed.   | In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient and appropriate audit evidence:   |
| The Company generates revenue through large number of diagnostic centers with high volume of sales that are made primarily on cash and carry basis which increases the risk of revenue being recognized inappropriately and highlights the criticality of sound internal processes of summarising and recording sales revenue to mitigate error and fraud risk. | 1. Obtained an understanding of the systems, processes and controls implemented by the Company. We evaluated the design, implementation and the operating effectiveness of key internal financial controls with respect to revenue recognition including those related to reconciliation of sales to cash/credit card receipts.                                 |
| In view of the above, we identified revenue recognition as a key audit matter.  | 2. Tested the reconciliation of revenue generated through cash/credit card and the amount deposited into the bank statements.   |
|   | 3. Performed substantive testing on samples selected using statistical sampling of revenue transactions recorded during the year by testing the underlying documents to assess whether criteria for revenue recognitions are met. Further, we verified the accuracy of the sales price by comparing the rates with the approved price list and discount policy. |

## REVENUE RECOGNITION (Contd.)

| The key audit matter | How the matter was addressed in our audit  |
|----------------------|--|
|                      | <ol style="list-style-type: none"> <li>Tested the periodic reconciliation of revenue as per the billing system to the revenue recorded as per the accounting records. Further, we tested the reconciliation of revenue recognised with statutory filings (Goods and Services Tax returns).</li> <li>Tested sample journal entries affecting revenue recognised during the year, selected based on specified risk-based criteria, to identify unusual items.</li> <li>Carried out analytical procedures on revenue recognised during the year to identify unusual variances.</li> <li>Assessed the adequacy of disclosures in respect of revenue in the standalone financial statements.</li> </ol> |

## IMPAIRMENT ASSESSMENT OF INVESTMENT IN SUBSIDIARIES

Refer note 3P of the summary of material accounting policies and note 6 (a) to standalone financial statements

| The key audit matter   | How the matter was addressed in our audit   |
|--|---|
| <p>The Company has investment in subsidiaries aggregating to ₹14,446.34 Lakhs as at 31 March 2025. The Company records the investments at cost less any provision for impairment loss.</p> <p>Any changes in business environment could have a significant impact on the valuation of these investment. The investment in subsidiaries is tested annually for any triggers for impairment. If triggers are identified, the recoverable amounts of the investments are determined based on value in use, using discounted cash flow technique. If the recoverable amount is lower than the carrying value of the investment, impairment loss is recognised in the standalone statement of profit and loss.</p> <p>The determination of recoverable amounts of the investment in subsidiaries is based on key management assumptions and estimates such as discount rate, terminal growth rate and future revenue and cash flow projections as well as their judgement with respect to the subsidiaries future performance.</p> <p>We identified the assessment of impairment indicators and resultant provisions, if any, in respect of investment in subsidiaries as a key audit matter considering the materiality of the amount in the context of the standalone financial statements, significant degree of judgements and uncertainty involved in the estimates and key assumptions used as above.</p> | <p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient and appropriate audit evidence:</p> <ol style="list-style-type: none"> <li>Obtained an understanding of the process followed by the Company in respect of the annual impairment analysis for investment in subsidiaries.</li> <li>Evaluated the design, implementation and testing the operating effectiveness of key internal controls related to the Company's process relating to review of the annual impairment analysis, including controls over determination of key assumptions.</li> <li>Assessed the valuation methodology applied in determining the recoverable values including reasonableness of forecasted revenue, corresponding costs and margins for the future years, assumptions such as discount rate and terminal growth rate based on our knowledge of the underlying business.</li> <li>Evaluated key assumptions in the Company's valuation models used to determine recoverable amount including assumptions of projected earnings before interest, taxes and depreciation and amortisation, growth rate and related costs based on our knowledge of the Company and market. Assessed the historical accuracy by comparing past forecasts to actual results achieved.</li> <li>Performed a sensitivity analysis to evaluate the impact of change in key assumptions to the recoverable value.</li> <li>Assessed the adequacy of the Company's disclosures in the standalone financial statements.</li> </ol> |

## OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report(s) thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

## MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends

to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to

the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our

examination of those books, except (a) for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and (b) that in the absence of sufficient and appropriate information for the accounting software used for maintaining the books of account relating to payroll records from 01 January 2025 till 31 March 2025, we are unable to comment whether that the back-up of the said software which form part of 'the books of account and other relevant books and papers in electronic mode' has been kept on servers physically located in India on a daily basis for the said period.

- c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 01 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 22 to the standalone financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d.
  - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 34(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 34(vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.  
  
As stated in Note 38 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
  - The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account relating to general ledger and customer billing.
  - In the absence of sufficient and appropriate reporting on compliance with the audit trail requirements in the independent auditor's report of a service organisation from 1 April 2024 to 31 December 2024 and in the absence of an independent auditor's report for the said service organisation from 1 January 2025 to 31 March 2025, we are unable to comment whether audit trail feature of the accounting software which is operated by a third party software service provider for maintaining its books of account relating to payroll process, was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature been tampered with.

Further, where audit trail (edit log) facility was enabled and operated throughout

the year for respective accounting softwares, we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail in respect of the previous year has been preserved by the Company as per the statutory requirements for record retention except for the instances mentioned below:

- in case of the accounting softwares used for maintaining general ledger, the audit trail is not preserved for the database level.
- in case of an accounting software used for maintaining payroll records, we are unable to comment whether

the audit trail has been preserved by the Company.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R and Co**

Chartered Accountants  
Firm's Registration No.:128510W

**Balkishan Kabra**

Partner  
Membership No.: 221202  
ICAI UDIN:25221202BMOCGH3544

**Place:** Hyderabad  
**Date:** 12 May 2025

# Annexure A

To the Independent Auditor's Report on the Standalone Financial Statements of Vijaya Diagnostic Centre Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, right-of-use assets and investment property.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment, right-of-use assets and investment property by which all property, plant and equipment, right-of-use assets and investment property are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment, right-of-use assets and investment property were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans secured or unsecured to firms or limited liability partnership during the year. The Company has not provided any guarantee or security or granted loans or advances in the nature of loans secured or unsecured to any other parties during the year. Further, the Company has not made investments in, provided any guarantee or security or granted advances in the nature of loans to any companies during the year. However, the Company has made investments in other parties and has granted unsecured loans to companies during the year.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided unsecured loan to its subsidiary as below:

(₹ in Lakhs)

| Particulars  | Loans |
|--|-------|
| Aggregate amount provided during the year to Subsidiary*   | 840   |
| Balance outstanding as at balance sheet date Subsidiaries* | 2,126 |

\*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, and the terms and conditions of the grant of loans during the year are not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. The principal amount of loan is not due as at 31 March 2025. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion following instance of loan falling due during the year was renewed:

| Name of the party                    | Aggregate amount of loans granted during the year | Aggregate overdue amount for which renewal granted to same party | Percentage of the aggregate to the total loans granted during the year |
|--------------------------------------|---|--|--|
| Medinova Diagnostic Services Limited | Nil   | ₹500 Lakhs   | 60%  |

- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the loans given and investments made by the Company, in our opinion the provisions of Section 185 and 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective
- 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Duty of Customs.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has

not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act). The Company does not hold any investments in any associate or joint ventures (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable

of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**Place:** Hyderabad  
**Date:** 12 May 2025

**For B S R and Co**  
Chartered Accountants  
Firm's Registration No.:128510W

**Balkishan Kabra**  
Partner  
Membership No.: 221202  
ICAI UDIN:25221202BMOCGH3544

# Annexure B

To the Independent Auditor's Report on the standalone financial statements of Vijaya Diagnostic Centre Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

## OPINION

We have audited the internal financial controls with reference to financial statements of Vijaya Diagnostic Centre Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

## MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements

and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

## MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For B S R and Co**

Chartered Accountants

Firm's Registration No.:128510W

**Balkishan Kabra**

Partner

Membership No.: 221202

ICAI UDIN:25221202BMOCGH3544

**Place:** Hyderabad

**Date:** 12 May 2025

# Standalone Balance Sheet

As at March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

| Particulars  | Notes  | As at March 31, 2025 | As at March 31, 2024 |
|--|--------|----------------------|----------------------|
| <b>ASSETS</b>  |        |                      |                      |
| <b>I Non-current assets</b>  |        |                      |                      |
| (a) Property, plant and equipment  | 4 (a)  | 40,627.10            | 35,276.27            |
| (b) Capital work-in-progress   | 4 (b)  | 6,717.83             | 820.26               |
| (c) Right-of-use assets  | 4 (c)  | 24,930.61            | 21,504.72            |
| (d) Investment property  | 4 (d)  | 1,093.41             | 1,097.12             |
| (e) Other intangible assets  | 5      | 527.92               | 364.47               |
| (f) Intangible assets under development  | 5      | -                    | 42.48                |
| (g) Financial assets   |        |                      |                      |
| (i) Investments  | 6 (a)  | 14,450.34            | 14,450.35            |
| (ii) Loans   | 6 (c)  | 2,126.00             | 1,286.00             |
| (iii) Other financial assets   | 6 (f)  | 1,415.81             | 938.26               |
| (h) Deferred tax assets (Net)  | 7      | -                    | 196.69               |
| (i) Other tax assets (Net)   | 21 (d) | 104.26               | 3.73                 |
| (j) Other non-current assets   | 9      | 864.00               | 618.73               |
| <b>Total non-current assets</b>  |        | <b>92,857.28</b>     | <b>76,599.08</b>     |
| <b>II Current assets</b>   |        |                      |                      |
| (a) Inventories  | 8      | 374.75               | 440.53               |
| (b) Financial assets   |        |                      |                      |
| (i) Investments  | 6 (a)  | 18,308.88            | 10,912.98            |
| (ii) Trade receivables   | 6 (b)  | 1,246.08             | 1,283.95             |
| (iii) Cash and cash equivalents  | 6 (d)  | 996.75               | 1,556.38             |
| (iv) Bank balances other than (iii) above  | 6 (e)  | 3,123.00             | 4,644.91             |
| (v) Other financial assets   | 6 (f)  | 4,901.81             | 339.70               |
| (c) Other current assets   | 9      | 584.61               | 436.23               |
| <b>Total current assets</b>  |        | <b>29,535.88</b>     | <b>19,614.68</b>     |
| <b>TOTAL ASSETS (I + II)</b>   |        | <b>1,22,393.16</b>   | <b>96,213.76</b>     |
| <b>EQUITY AND LIABILITIES</b>  |        |                      |                      |
| <b>I Equity</b>  |        |                      |                      |
| (a) Equity share capital   | 10 (a) | 1,026.37             | 1,023.46             |
| (b) Other equity   | 10 (b) | 77,326.25            | 64,308.65            |
| <b>Total equity</b>  |        | <b>78,352.62</b>     | <b>65,332.11</b>     |
| <b>Liabilities</b>   |        |                      |                      |
| <b>II Non-current liabilities</b>  |        |                      |                      |
| (a) Financial liabilities  |        |                      |                      |
| (i) Lease liabilities  | 4 (c)  | 27,254.72            | 23,267.78            |
| (b) Provisions   | 12     | 926.66               | 978.81               |
| (c) Deferred tax liabilities (Net)   | 7      | 551.68               | -                    |
| (d) Other non-current liabilities  | 13     | 30.14                | 34.17                |
| <b>Total non-current liabilities</b>   |        | <b>28,763.20</b>     | <b>24,280.76</b>     |
| <b>III Current liabilities</b>   |        |                      |                      |
| (a) Financial liabilities  |        |                      |                      |
| (i) Lease liabilities  | 4 (c)  | 1,943.87             | 1,751.35             |
| (ii) Trade payables  | 11 (a) |                      |                      |
| - Total outstanding dues of micro enterprises and small enterprises; and                 |        | 88.27                | 56.75                |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises |        | 2,950.18             | 3,004.21             |
| (iii) Other financial liabilities  | 11 (b) | 8,985.97             | 1,057.20             |
| (b) Other current liabilities  | 13     | 408.37               | 375.37               |
| (c) Provisions   | 12     | 547.82               | 257.33               |
| (d) Current tax liabilities (Net)  | 21 (d) | 352.86               | 98.68                |
| <b>Total current liabilities</b>   |        | <b>15,277.34</b>     | <b>6,600.89</b>      |
| <b>Total liabilities (II + III)</b>  |        | <b>44,040.54</b>     | <b>30,881.65</b>     |
| <b>TOTAL EQUITY AND LIABILITIES (I + II + III)</b>                                       |        | <b>1,22,393.16</b>   | <b>96,213.76</b>     |

Corporate information 1  
Basis of preparation and measurement and material accounting policies 2 & 3  
The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached.

**For B S R and Co**  
Chartered Accountants  
ICAI Firm registration number: 128510W

**Balkishan Kabra**  
Partner  
Membership Number: 221202

**Hansraj Singh Rajput**  
Company Secretary  
Membership No: F11438

**Place:** Hyderabad  
**Date:** May 12, 2025

For and on behalf of the Board of Directors of  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075

**Dr. S. Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**S. Suprita Reddy**  
Managing Director  
DIN: 00263618

**K. Sunil Chandra**  
Executive Director  
DIN: 01409332

**Ramachandra Reddy S**  
Chief Financial Officer

**Place:** Hyderabad  
**Date:** May 12, 2025

# Standalone Statement of Profit and Loss

For the period ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

| Particulars  | Notes     | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|-----------|--------------------------------------|--------------------------------------|
| <b>I Income</b>  |           |                                      |                                      |
| (a) Revenue from operations  | 14        | 62,713.75                            | 52,502.27                            |
| (b) Other income   | 15        | 1,930.03                             | 2,143.89                             |
| <b>Total income</b>  |           | <b>64,643.78</b>                     | <b>54,646.16</b>                     |
| <b>II Expenses</b>   |           |                                      |                                      |
| (a) Cost of materials consumed   | 16        | 7,873.17                             | 6,284.97                             |
| (b) Employee benefits expense  | 17        | 10,219.64                            | 8,646.48                             |
| (c) Finance costs  | 19        | 2,495.90                             | 2,370.82                             |
| (d) Depreciation and amortisation expense  | 18        | 6,451.91                             | 5,540.59                             |
| (e) Other expenses   | 20        | 19,370.02                            | 16,351.13                            |
| <b>Total expenses</b>  |           | <b>46,410.64</b>                     | <b>39,193.99</b>                     |
| <b>III Profit before exceptional item and tax</b>                                |           | <b>18,233.14</b>                     | <b>15,452.17</b>                     |
| <b>IV Exceptional items</b>  | <b>20</b> | <b>102.96</b>                        | <b>205.00</b>                        |
| <b>V Profit before tax (III - IV)</b>  |           | <b>18,130.18</b>                     | <b>15,247.17</b>                     |
| <b>VI Tax expense</b>  | <b>21</b> |                                      |                                      |
| (a) Current tax  |           | 3,872.48                             | 3,209.93                             |
| (b) Deferred tax   |           | 756.48                               | 577.04                               |
| <b>Tax expense</b>   |           | <b>4,628.96</b>                      | <b>3,786.97</b>                      |
| <b>VII Profit for the year (V - VI)</b>  |           | <b>13,501.22</b>                     | <b>11,460.20</b>                     |
| <b>VIII Other comprehensive income</b>   |           |                                      |                                      |
| <b>Items that will not be reclassified to profit or loss</b>                     |           |                                      |                                      |
| (a) Remeasurement of defined benefit liability/(asset)                           |           | (32.20)                              | (16.62)                              |
| (b) Income tax relating to items that will not be reclassified to profit or loss | 21        | 8.10                                 | 4.18                                 |
| <b>Other comprehensive income for the year, net of tax</b>                       |           | <b>(24.10)</b>                       | <b>(12.44)</b>                       |
| <b>IX Total comprehensive income for the year (VII + VIII)</b>                   |           | <b>13,477.12</b>                     | <b>11,447.76</b>                     |
| <b>X Earnings per equity share (face value of ₹1 each, fully paid)</b>           | <b>23</b> |                                      |                                      |
| - Basic (in ₹)   |           | 13.16                                | 11.21                                |
| - Diluted (in ₹)   |           | 13.14                                | 11.18                                |

Corporate information

1

Basis of preparation and measurement and material accounting policies.

2 & 3

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached.

## For B S R and Co

Chartered Accountants

ICAI Firm registration number: 128510W

For and on behalf of the Board of Directors of

**Vijaya Diagnostic Centre Limited**

CIN: L85195TG2002PLC039075

**Balkishan Kabra**

Partner

Membership Number: 221202

**Dr. S. Surendranath Reddy**

Executive Chairman

DIN: 00108599

**S. Suprita Reddy**

Managing Director

DIN: 00263618

**Hansraj Singh Rajput**

Company Secretary  
Membership No: F11438

**K. Sunil Chandra**

Executive Director  
DIN: 01409332

**Ramachandra Reddy S**

Chief Financial Officer

**Place:** Hyderabad

**Date:** May 12, 2025

**Place:** Hyderabad

**Date:** May 12, 2025

# Standalone Statement of Cash Flows

For the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| <b>(A) Cash flows from operating activities</b>   |                                      |                                      |
| <b>Profit before tax</b>  | <b>18,130.18</b>                     | <b>15,247.17</b>                     |
| Adjustments for:  |                                      |                                      |
| Depreciation and amortisation expense   | 6,451.91                             | 5,540.59                             |
| Net (gain)/loss on sale/retirement of property, plant and equipment   | 28.81                                | (195.15)                             |
| Interest income under the effective interest method   | (657.97)                             | (638.87)                             |
| Rental income from investment property  | (40.00)                              | (37.00)                              |
| Gain on sale of mutual funds  | (773.51)                             | (1,566.26)                           |
| Loss allowance for trade receivables  | -                                    | 30.00                                |
| Equity-settled share-based payment transactions (ESOP)  | 159.20                               | 93.17                                |
| Fair value gain on investments measured at FVTPL  | (409.69)                             | 318.70                               |
| Finance costs   | 2,290.80                             | 2,176.26                             |
| Liabilities no longer required written back   | (28.72)                              | (5.51)                               |
| <b>Operating profit before working capital adjustments</b>  | <b>25,151.01</b>                     | <b>20,963.10</b>                     |
| Working capital adjustments:  |                                      |                                      |
| Decrease/(Increase) in trade receivables  | 37.87                                | (428.82)                             |
| Decrease/(Increase) in inventories  | 65.78                                | (247.89)                             |
| Decrease in other financial assets  | (103.70)                             | 21.25                                |
| (Increase) in other assets and deposits   | (1,046.43)                           | (101.46)                             |
| Increase in trade payables  | 6.21                                 | 347.23                               |
| Increase in provisions and other liabilities  | 172.89                               | 113.12                               |
| (Decrease)/Increase in other financial liabilities  | 96.30                                | 156.78                               |
| <b>Cash generated from operating activities</b>   | <b>24,379.93</b>                     | <b>20,823.31</b>                     |
| Income tax paid, net  | (3,718.83)                           | (3,346.46)                           |
| <b>Net cash flow generated from operating activities</b>  | <b>20,661.10</b>                     | <b>17,476.85</b>                     |
| <b>(B) Cash flows from investing activities</b>   |                                      |                                      |
| Acquisition of property, plant and equipment, capital work-in-progress (CWIP), other intangible assets and intangible assets under development (including capital advances and capital creditors) | (7,301.49)                           | (8,591.84)                           |
| Proceeds from sale of property, plant and equipment   | 212.54                               | 284.18                               |
| Investment in liquid mutual funds/bonds, net  | (6,212.70)                           | 4,233.90                             |
| Deposits made having original maturity of more than 3 months  | (8,485.00)                           | (20,831.79)                          |
| Deposits redeemed having original maturity of more than 3 months  | 5,595.90                             | 24,860.19                            |
| Investment in subsidiary (refer note 6(a))  | -                                    | (13,964.00)                          |
| Loans given to subsidiaries   | (840.00)                             | (786.00)                             |
| Loans repaid by subsidiaries  | -                                    | 75.00                                |
| Rental income from investment property  | 40.00                                | 37.00                                |
| Interest received on deposits having original maturity of more than 3 months  | 285.70                               | 709.81                               |
| Interest received on loans given to subsidiaries  | 168.30                               | 58.94                                |
| <b>Net cash used in investing activities</b>  | <b>(16,536.75)</b>                   | <b>(13,914.61)</b>                   |
| <b>(C) Cash flows from financing activities</b>   |                                      |                                      |
| Principal payment of lease liabilities  | (1,839.59)                           | (1,501.04)                           |
| Finance costs paid  | (2,228.58)                           | (2,116.17)                           |
| Proceeds from issue of equity shares under ESOP   | 410.42                               | 305.05                               |
| Dividend paid   | (1,026.23)                           | (1,022.67)                           |
| <b>Net cash used in financing activities</b>  | <b>(4,683.98)</b>                    | <b>(4,334.83)</b>                    |
| <b>Net increase in cash and cash equivalents (A + B + C)</b>  | <b>(559.63)</b>                      | <b>(772.59)</b>                      |
| Cash and cash equivalents at the beginning of the year  | 1,556.38                             | 2,328.97                             |
| <b>Cash and cash equivalents at the end of the year</b>   | <b>996.75</b>                        | <b>1,556.38</b>                      |

# Standalone Statement of Cash Flows (Contd.)

For the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

## Note:

(a) The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flows.

## (b) Cash and cash equivalents as per above comprise of the following:

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Cash on hand  | 98.12                   | 83.48                   |
| <b>Balances with banks</b>  |                         |                         |
| - in current accounts   | 396.92                  | 568.19                  |
| - unpaid dividend accounts  | 0.71                    | 0.71                    |
| - in deposit accounts with original maturity period of 3 months or less | 501.00                  | 904.00                  |
| <b>Total cash and cash equivalents (refer note 6(d))</b>                | <b>996.75</b>           | <b>1,556.38</b>         |

## (c) Reconciliation of movements of liabilities to cash flows arising from financing activities:

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Movement in financial liabilities:</b>           |                         |                         |
| <b>Opening balance</b>                              |                         |                         |
| Lease liabilities                                   | 25,019.13               | 24,755.90               |
| <b>Movement</b>                                     |                         |                         |
| Interest and principal payment of lease liabilities | (4,068.17)              | (3,617.21)              |
| Finance costs                                       | 2,228.58                | 2,116.17                |
| Other non-cash movements                            |                         |                         |
| - Additions/disposals to lease liabilities (net)    | 6,019.05                | 1,764.27                |
| <b>Closing balance</b>                              |                         |                         |
| Lease liabilities                                   | 29,198.59               | 25,019.13               |

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached.

## For B S R and Co

Chartered Accountants

ICAI Firm registration number: 128510W

For and on behalf of the Board of Directors of

**Vijaya Diagnostic Centre Limited**

CIN: L85195TG2002PLC039075

## Balkishan Kabra

Partner

Membership Number: 221202

## Dr. S. Surendranath Reddy

Executive Chairman

DIN: 00108599

## S. Suprita Reddy

Managing Director

DIN: 00263618

## Hansraj Singh Rajput

Company Secretary

Membership No: F11438

## K. Sunil Chandra

Executive Director

DIN: 01409332

## Ramachandra Reddy S

Chief Financial Officer

**Place:** Hyderabad

**Date:** May 12, 2025

**Place:** Hyderabad

**Date:** May 12, 2025

# Standalone Statement of Changes in Equity

For the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

|   | Equity<br>share<br>capital | General<br>reserve | Reserves and surplus              |                       |                      | Total            |
|---|----------------------------|--------------------|-----------------------------------|-----------------------|----------------------|------------------|
|   |                            |                    | Share based<br>payment<br>reserve | Securities<br>premium | Retained<br>earnings |                  |
| <b>As at April 01, 2023</b>   | <b>1,020.71</b>            | <b>568.72</b>      | <b>192.44</b>                     | <b>4,706.18</b>       | <b>48,020.75</b>     | <b>54,508.80</b> |
| <b>Total comprehensive income for the year ended March 31, 2024</b> |                            |                    |                                   |                       |                      |                  |
| Profit for the year   | -                          | -                  | -                                 | -                     | 11,460.20            | 11,460.20        |
| Other comprehensive income for the year                             | -                          | -                  | -                                 | -                     | (12.44)              | (12.44)          |
| <b>Total comprehensive income</b>                                   | <b>-</b>                   | <b>-</b>           | <b>-</b>                          | <b>-</b>              | <b>11,447.76</b>     | <b>11,447.76</b> |
| On account of Share based payments (refer note 29)                  | -                          | -                  | 93.17                             | -                     | -                    | 93.17            |
| Transfer on account of employee share options lapsed/forfeited      | -                          | 85.51              | (85.51)                           | -                     | -                    | -                |
| Transfer on account of employee share options exercised             | -                          | 79.05              | (79.05)                           | -                     | -                    | -                |
| Proceeds from issue of shares under ESOP plan                       | 2.75                       | -                  | -                                 | 302.30                | -                    | 305.05           |
| Payment of dividend (refer note 10 (b)(iv))                         | -                          | -                  | -                                 | -                     | (1,022.67)           | (1,022.67)       |
| <b>As at March 31, 2024</b>   | <b>1,023.46</b>            | <b>733.28</b>      | <b>121.05</b>                     | <b>5,008.48</b>       | <b>58,445.84</b>     | <b>65,332.11</b> |
| <b>Total comprehensive income for the year ended March 31, 2025</b> |                            |                    |                                   |                       |                      |                  |
| Profit for the year   | -                          | -                  | -                                 | -                     | 13,501.22            | 13,501.22        |
| Other comprehensive income for the year                             | -                          | -                  | -                                 | -                     | (24.10)              | (24.10)          |
| <b>Total comprehensive income</b>                                   | <b>-</b>                   | <b>-</b>           | <b>-</b>                          | <b>-</b>              | <b>13,477.12</b>     | <b>13,477.12</b> |
| On account of Share based payments (refer note 29)                  | -                          | -                  | 159.20                            | -                     | -                    | 159.20           |
| Transfer on account of employee share options lapsed/forfeited      | -                          | -                  | -                                 | -                     | -                    | -                |
| Transfer on account of employee share options exercised             | -                          | 71.67              | (71.67)                           | -                     | -                    | -                |
| Proceeds from issue of shares under ESOP plan                       | 2.91                       | -                  | -                                 | 407.51                | -                    | 410.42           |
| Payment of dividend (refer note 10 (b)(iv))                         | -                          | -                  | -                                 | -                     | (1,026.23)           | (1,026.23)       |
| <b>As at March 31, 2025</b>   | <b>1,026.37</b>            | <b>804.95</b>      | <b>208.58</b>                     | <b>5,415.99</b>       | <b>70,896.73</b>     | <b>78,352.62</b> |

As per our report of even date attached.

## For B S R and Co

Chartered Accountants

ICAI Firm registration number: 128510W

For and on behalf of the Board of Directors of

**Vijaya Diagnostic Centre Limited**

CIN: L85195TG2002PLC039075

## Balkishan Kabra

Partner

Membership Number: 221202

## Dr. S. Surendranath Reddy

Executive Chairman

DIN: 00108599

## S. Suprita Reddy

Managing Director

DIN: 00263618

## Hansraj Singh Rajput

Company Secretary

Membership No: F11438

## K. Sunil Chandra

Executive Director

DIN: 01409332

## Ramachandra Reddy S

Chief Financial Officer

**Place:** Hyderabad

**Date:** May 12, 2025

**Place:** Hyderabad

**Date:** May 12, 2025

# Notes to the Standalone Financial Statements

for the year ended March 31, 2025

## 1. CORPORATE INFORMATION

Vijaya Diagnostic Centre Limited ('the Company') 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 Company is domiciled and incorporated in India on June 05, 2002 and has its registered and corporate office at # 6-3-883/F, Ground Floor, Family Planning Association of India, Panjagutta, Hyderabad - 500 082, India.

The Company got listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

## 2. BASIS OF PREPARATION AND MEASUREMENT

### (i) Statement of compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') as per Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013.

The standalone financial statements were approved by the Board of Directors and authorised for issue on May 12, 2025.

### (ii) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded to the nearest Lakhs, unless otherwise indicated.

### (iii) Basis of measurement

These standalone financial statements have been prepared under the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date.

| Item Basis                               | Measurement   |
|--|---|
| Certain financial assets and liabilities | Fair value or amortised cost  |
| Equity securities at FVOCI               | Fair value  |
| Net defined benefit (asset)/liability    | Fair value of plan assets less the present value of the defined benefit obligations (refer note 28) |
| Equity settled share based payments      | Fair value  |

### (iv) Use of estimates and judgements

In preparing these standalone financial statements, the management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3(I), 20 - lease term; whether the Company is reasonably certain to exercise extended options.

### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

- Note 28 - measurement of defined benefit obligations: key actuarial assumptions;
- Notes 12 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 6 (a), 6 (b), 33 C(i) - impairment of financial assets;
- Note 4 and Note 5 - determining an asset's expected useful life and the expected residual value at the end of its life;
- Note 29 - Employee share based payments, equity settled.

### (v) Measurement of fair values

A number of the accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Significant valuation issues are reported to the Company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

**Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 4: Investment Property.
- Note 29: Share based payments.
- Note 33: Financial Instruments.

### (vi) Current and non-current classification:

The Company classifies an asset as current when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it expects to realise the asset within twelve months after the reporting period;
- it holds the asset primarily for the purpose of trading; or
- the asset is cash or cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as a current when:

- it is expected to be settled in the Company's normal operating cycle;
- the liability is due to be settled within twelve months from the reporting period;
- it is held primarily for the purposes of being trading;
- it does not hold an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and realisation in cash or cash equivalents. The Company's normal operating cycle is twelve months.

## 3. MATERIAL ACCOUNTING POLICIES

### A. Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a good or service to a customer.

#### i) Diagnostic services

Revenue from diagnostics services is amount billed net of indirect taxes, reversals and discounts/concessions if any. No element of financing is deemed present as the sales are made primarily on cash and carry basis, however for institutional/organizational customers billing is done fortnightly/monthly based on the agreement, which is consistent with market practice.

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

Revenue is recognized at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the service to the customer i.e., when the underlying tests are conducted, samples are processed for requisitioned diagnostic tests. Each service is generally a separate performance obligation and therefore revenue is recognised at a point in time when the tests are conducted, samples are processed. For multiple tests, the Company measures the revenue in respect of each performance obligation at its relative stand alone selling price and the transaction price is allocated accordingly. The price that is regularly charged for a test separately registered is considered to be the best evidence of its stand alone selling. Revenue contracts are on principal to principal basis and the Company is primarily responsible for fulfilling the performance obligation.

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfer services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

Revenues in excess of invoicing are classified as contract assets (referred to as 'unbilled revenue') while invoicing in excess of revenues are classified as contract liabilities (referred to as 'unearned revenue').

### ii) Sale of Privilege cards

The Company operates a discount scheme where certain 'Privilege cards' are sold to the customers against which specified discounts are given on the future diagnostic services availed by the customer for a specified period. The Company recognises revenue from the sale of such cards over the period for which the card is valid. The difference in sale consideration received and revenue recognised is recognised as deferred revenue.

## B. Recognition of dividend income, interest income or expense and rental income

### Dividend income

Dividend are recognised in statement of profit and loss on the date on which the Company's right to receive payment is established.

### Interest income or expense

Interest income or expense is recognized using the effective interest method.

The effective interest rate' is the rate that exactly discounts estimated future cash payments are

receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

### Rental income

Rental income from investment property is recognised as part of Other income in statement profit and loss on the date on which the Company's right to receive payment is established.

## C. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

### i) Initial recognition and measurement

Trade receivables issued are initially recognised when they are originated. All other financial assets or financial liabilities are initially recognised when the Company becomes a party to the contractual provision of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

The average credit period from these services provided to customers is 0 to 60 days. No interest is charged on the trade receivables for the amount over due above the credit period. A trade receivable without a significant financing component is initially measured at the transaction price.

### ii) Classification and subsequent measurement

#### Financial assets

All financial assets are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

On initial recognition, a financial asset is classified as measured at:

- Amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- Its held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

## Subsequent measurement

**Financial assets at FVTPL:** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

**Financial assets at amortised cost:** These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

**Equity investments at FVOCI:** These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

## Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss.

## iii) Derecognition

### Financial assets

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets in these cases, the transferred assets are not derecognised.

### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

(including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

### iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## D. Property, plant and equipment

### i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefit associated with the item will flow to the Company and the cost of the item can be measured reliably. Items of property, plant and equipment (including capital-work-in-progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at historical cost less any accumulated impairment losses.

Cost of an item of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the items to its working conditions for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset.

The net written down value as at April 01, 2016 has been considered as the gross carrying amount recognised as per the previous GAAP (Deemed cost) as at the date of transition to Ind AS.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

### ii) Depreciation

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives. The Company has charged depreciation on property, plant and equipment (PPE) based on Written Down Value ("WDV") method upto 31 December 2022. With effect from 01 January 2023, the Company has changed its method of depreciation from WDV to Straight Line Method ("SLM") based upon the technical assessment of expected pattern of consumption of the future economic benefits embodied in the assets.

Depreciation is charged over the useful lives of the assets as estimated by the management based on technical evaluation, which coincide with the useful life prescribed in Schedule II to the Act. Depreciation on additions and deletions are restricted to the period of use.

The estimated useful lives of items of property, plant and equipment are as follows:

| Asset category                           | Management estimate of useful life | Useful life as per Schedule II |
|--|------------------------------------|--------------------------------|
| Buildings                                | 60 years                           | 60 years                       |
| <b>Plant and equipment:</b>              |                                    |                                |
| - Medical and diagnostic equipments      | 13 years                           | 13 years                       |
| - Other equipments                       | 15 years                           | 15 years                       |
| Electrical equipments                    | 10 years                           | 10 years                       |
| Furniture and fixtures                   | 10 years                           | 10 years                       |
| Office equipments                        | 5 years                            | 5 years                        |
| Computers                                |                                    |                                |
| - Servers and networks                   | 6 years                            | 6 years                        |
| - End user devices such as laptops, etc. | 3 years                            | 3 years                        |
| Vehicles                                 | 8 years                            | 8 years                        |

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

In case of Building on leasehold land, the depreciation is charged based on useful life of the building or the lease period whichever is lower. In the case of lease hold building improvements, the depreciation is charged based on useful life of the improvements which is 10 years or lease period including expected renewal period which ever is lower.

Residual value is considered to be 5% on all the assets, as technically estimated by the management.

Assets costing below ₹5,000 are depreciated using depreciation rate at 100%.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

### iii) Investment property

#### Recognition and measurement

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost, including related transaction costs. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Investment property is derecognised either when it has been disposed of or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised of profit or loss.

#### Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliable.

#### Depreciation

Depreciation on investment property, other than perpetual leasehold land, is calculated on Straight Line Method (SLM) method based on useful life estimated by the Management, which is equal to life prescribed in Schedule II of the Act.

#### Fair value disclosure

The fair values of investment property is disclosed in the notes is based on market observable data. The

Company has not engaged any registered valuer for determining the above fair value for the current year.

## E. Intangible assets

### i) Recognition and measurement

Intangible assets that are acquired, are recognized at cost initially and carried at cost less accumulated amortization and accumulated impairment loss, if any. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

### ii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the Straight Line Method (SLM) and is included in depreciation and amortisation expense in statement of profit and loss.

- Software - 5 years

Amortisation method, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

## F. Inventories

Inventories comprise of diagnostic kits, reagents, laboratory chemicals, consumables etc., these are measured at lower of cost and net realisable value. The cost of inventories is based on the first-in, first-out formula and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item-by-item basis.

## G. Impairment of assets

### i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12 months expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

### Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Expected credit losses are discounted at the effective interest rate of the financial statement.

Presentation of allowance for expected credit losses in the balance sheet.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### ii) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amount of non-financial assets, other than inventories and deferred tax assets, to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

## H. Employee benefits

### (i) Short-term employee benefits

Short term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### (ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity.

The Company makes specified monthly contributions towards Government administered provident fund scheme and Employees' State Insurance ('ESI') scheme.

Obligations for contributions to defined contribution plans are expensed as an employee benefits expense in statement of profit and loss in the period in which the related services are rendered by employees.

### (iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. They are included in retained earnings in the statement of changes in equity and in the balance sheet. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. The Company recognises gain and losses on settlement of a defined benefit plan when the settlement occurs.

### (iv) Other long-term employee benefits - compensated absences

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. The Company's net obligation in respect of other long-term employee benefit of accumulating compensated absences is the amount of future benefit that employees have accumulated at the end of the year. That benefit is discounted to determine its present value. The obligation is measured annually by a qualified actuary using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

### (v) Share based payments

The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the options. The amount recognised as an expense is adjusted to reflect the number of options for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of options that meet the related service and non-market performance conditions at the vesting date. For share-based payment options with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

## I. Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course.

### As a Lessor:

Leases for which the Company is a lessor are classified as a finance or operating lease. Whenever the terms of a lease transfer substantially all the risks and rewards

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Rental income from operating leases are recognised on straight line basis over the term of relevant lease as part of other income.

### As a Lessee:

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

### Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Company recognises the lease payments associated with these leases as an expense in profit or loss on a straight-line basis over the lease term.

### J. Income-tax

Income-tax expenses comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

#### (i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

rates (and tax laws) enacted or substantively enacted at the reporting date.

Tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### (ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current

tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

### K. Provision, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs.

The Company records a provision for decommissioning costs. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognized in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate.

### Contingencies:

Provision in respect of loss/contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

### Contingent liabilities and contingent assets:

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent asset is not recognised in standalone financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

### L. Earnings per share

#### Basic Earnings per share

Basic Earnings Per Share ('EPS') is calculated by dividing the profit attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

#### Diluted Earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

### M. Exceptional items

The Company discloses certain financial information both including and excluding exceptional items. The presentation of information excluding exceptional items allows a better understanding of the underlying operating performance of the Company and provides consistency with the Company internal management reporting. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company.

### N. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

### O. Cash and cash equivalents

Cash and cash equivalents in the balance sheet and cash flow statement consists of cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities less than three months which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

### P. Investments in subsidiaries

Investments in subsidiaries carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

### Q. Dividend

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period.

### R. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

### S. Material accounting policy information

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 01, 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

### T. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

# Notes to the Standalone Financial Statements

## for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

### 4 (A) PROPERTY, PLANT AND EQUIPMENT

| Particulars                                      | Freehold land   | Buildings     | Buildings on leasehold land | Leasehold improvements | Plant and equipment - Medical | Plant and equipment - others | Electrical equipment | Furniture and fixtures | Office equipment | Computers       | Vehicles      | Total            |
|--|-----------------|---------------|-----------------------------|------------------------|-------------------------------|------------------------------|----------------------|------------------------|------------------|-----------------|---------------|------------------|
| <b>A. Gross carrying value (at cost)</b>         |                 |               |                             |                        |                               |                              |                      |                        |                  |                 |               |                  |
| <b>As at April 01, 2023</b>                      | <b>3,748.19</b> | <b>617.85</b> | <b>1,255.40</b>             | <b>4,782.69</b>        | <b>27,172.37</b>              | <b>2,506.81</b>              | <b>2,106.40</b>      | <b>3,229.21</b>        | <b>460.59</b>    | <b>1,064.55</b> | <b>593.97</b> | <b>47,538.03</b> |
| Additions  | -               | -             | -                           | 1,155.19               | 7,356.21                      | 300.55                       | 403.23               | 486.97                 | 95.25            | 176.33          | 58.23         | 10,031.96        |
| Disposals  | -               | -             | -                           | -                      | (589.57)                      | (1.28)                       | -                    | -                      | -                | -               | (34.77)       | (625.62)         |
| <b>As at March 31, 2024</b>                      | <b>3,748.19</b> | <b>617.85</b> | <b>1,255.40</b>             | <b>5,937.88</b>        | <b>33,939.01</b>              | <b>2,806.08</b>              | <b>2,509.63</b>      | <b>3,716.18</b>        | <b>555.84</b>    | <b>1,240.88</b> | <b>617.43</b> | <b>56,944.37</b> |
| Additions  | -               | -             | -                           | 1,391.36               | 6,168.13                      | 354.45                       | 521.15               | 357.09                 | 127.19           | 167.44          | 44.47         | 9,131.28         |
| Disposals  | -               | -             | -                           | (6.62)                 | (418.97)                      | (17.57)                      | (2.57)               | (3.12)                 | (1.09)           | (2.89)          | (1.05)        | (453.88)         |
| <b>As at March 31, 2025</b>                      | <b>3,748.19</b> | <b>617.85</b> | <b>1,255.40</b>             | <b>7,322.62</b>        | <b>39,688.17</b>              | <b>3,142.96</b>              | <b>3,028.21</b>      | <b>4,070.15</b>        | <b>681.94</b>    | <b>1,405.43</b> | <b>660.85</b> | <b>65,621.77</b> |
| <b>B. Accumulated depreciation</b>               |                 |               |                             |                        |                               |                              |                      |                        |                  |                 |               |                  |
| <b>As at April 01, 2023</b>                      | <b>-</b>        | <b>156.83</b> | <b>644.31</b>               | <b>2,223.86</b>        | <b>11,915.04</b>              | <b>1,063.59</b>              | <b>942.21</b>        | <b>1,309.89</b>        | <b>324.24</b>    | <b>672.25</b>   | <b>128.76</b> | <b>19,380.98</b> |
| Depreciation charge for the year                 | -               | 7.97          | 26.48                       | 354.08                 | 1,653.00                      | 120.51                       | 150.30               | 237.44                 | 58.30            | 154.17          | 61.46         | 2,823.71         |
| Disposals  | -               | -             | -                           | -                      | (508.29)                      | (1.28)                       | -                    | -                      | -                | -               | (27.02)       | (536.59)         |
| <b>As at March 31, 2024</b>                      | <b>-</b>        | <b>164.80</b> | <b>670.79</b>               | <b>2,577.94</b>        | <b>13,059.75</b>              | <b>1,182.82</b>              | <b>1,092.51</b>      | <b>1,547.33</b>        | <b>382.54</b>    | <b>826.42</b>   | <b>163.20</b> | <b>21,668.10</b> |
| Depreciation charge for the year (refer note 18) | -               | 7.97          | 26.48                       | 444.64                 | 2,103.37                      | 142.31                       | 192.69               | 278.50                 | 79.84            | 195.88          | 67.42         | 3,539.10         |
| Disposals  | -               | -             | -                           | (6.62)                 | (181.19)                      | (14.05)                      | (2.57)               | (3.12)                 | (1.09)           | (2.89)          | (1.00)        | (212.53)         |
| <b>As at March 31, 2025</b>                      | <b>-</b>        | <b>172.77</b> | <b>697.27</b>               | <b>3,015.96</b>        | <b>14,981.93</b>              | <b>1,311.08</b>              | <b>1,282.63</b>      | <b>1,822.71</b>        | <b>461.29</b>    | <b>1,019.41</b> | <b>229.62</b> | <b>24,994.67</b> |
| <b>C. Net carrying value (A-B)</b>               |                 |               |                             |                        |                               |                              |                      |                        |                  |                 |               |                  |
| <b>As at March 31, 2025</b>                      | <b>3,748.19</b> | <b>445.08</b> | <b>558.13</b>               | <b>4,306.66</b>        | <b>24,706.24</b>              | <b>1,831.88</b>              | <b>1,745.58</b>      | <b>2,247.44</b>        | <b>220.65</b>    | <b>386.02</b>   | <b>431.23</b> | <b>40,627.10</b> |
| As at March 31, 2024                             | 3,748.19        | 453.05        | 584.61                      | 3,359.94               | 20,879.26                     | 1,623.26                     | 1,417.12             | 2,168.85               | 173.30           | 414.46          | 454.23        | 35,276.27        |

#### Notes:

Refer to note 22 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 4(A)

### (i) Title deeds for Freehold land and Buildings

| Particulars   | March 31, 2025                   | March 31, 2024                   |
|---|----------------------------------|----------------------------------|
| Title deeds held in the name of   | Vijaya Diagnostic Centre Limited | Vijaya Diagnostic Centre Limited |
| Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | No                               | No                               |
| Reason for not being held in the name of the Company  | Not applicable                   | Not applicable                   |

## 4(B)

### (i) Capital work-in-progress (CWIP)

| Particulars                       | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------------|----------------------|----------------------|
| As at the beginning of the year   | 820.26               | 2,710.61             |
| Additions                         | 15,340.98            | 8,141.61             |
| Less: Capitalised                 | (9,443.41)           | (10,031.96)          |
| <b>As at the end of the year*</b> | <b>6,717.83</b>      | <b>820.26</b>        |

\*The pre-operative expenses included in CWIP amounting to ₹.61.77 (31 March 2024: ₹9.70)

### (ii) Capital work-in-progress ageing schedule

As at March 31, 2025

| Particulars          | Amount in capital work-in-progress for a period of |              |           |                   | Total           |
|----------------------|--|--------------|-----------|-------------------|-----------------|
|                      | Less than 1 Year                                   | 1-2 Years    | 2-3 Years | More than 3 Years |                 |
| Projects in progress | 6,369.87   | 64.92        | -         | 283.04            | 6,717.83        |
| <b>Total</b>         | <b>6,369.87</b>                                    | <b>64.92</b> | <b>-</b>  | <b>283.04</b>     | <b>6,717.83</b> |

As at March 31, 2024

| Particulars          | Amount in capital work-in-progress for a period of |           |               |                   | Total         |
|----------------------|--|-----------|---------------|-------------------|---------------|
|                      | Less than 1 Year                                   | 1-2 Years | 2-3 Years     | More than 3 Years |               |
| Projects in progress | 537.22   | -         | 283.04        | -                 | 820.26        |
| <b>Total</b>         | <b>537.22</b>                                      | <b>-</b>  | <b>283.04</b> | <b>-</b>          | <b>820.26</b> |

(iii) The Company does not have any capital work-in-progress which is overdue or has exceeded its cost compared to its original plan and hence capital work-in-progress completion schedule is not applicable.

(iv) There are no CWIP which is temporarily suspended as at March 31, 2025 and March 31, 2024.

## 4(C) RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company has elected not to apply the requirements of Ind AS 116 "Leases" to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term except inflation adjustment.

The Company uses the incremental borrowing rate to discount its lease payments. The rate applied is 8.50% p.a.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (i) Movement in Right-of-use assets ('ROU') and Lease liabilities is given below:

| Particulars                                  | Plant and equipment - Medical | Buildings        | Total            |
|--|-------------------------------|------------------|------------------|
| <b>A. Gross carrying value</b>               |                               |                  |                  |
| <b>As at April 01, 2023</b>                  | -                             | <b>29,244.68</b> | <b>29,244.68</b> |
| Additions                                    | -                             | 1,967.88         | 1,967.88         |
| Disposals                                    | -                             | (259.30)         | (259.30)         |
| <b>As at March 31, 2024</b>                  | -                             | <b>30,953.26</b> | <b>30,953.26</b> |
| Additions                                    | 775.54                        | 5,766.22         | 6,541.76         |
| Disposals                                    | -                             | (392.44)         | (392.44)         |
| <b>As at March 31, 2025</b>                  | <b>775.54</b>                 | <b>36,327.04</b> | <b>37,102.58</b> |
| <b>B. Accumulated depreciation</b>           |                               |                  |                  |
| <b>As at April 01, 2023</b>                  | -                             | <b>7,010.76</b>  | <b>7,010.76</b>  |
| Depreciation charge/Adjustment for the year* | -                             | 2,591.79         | 2,591.79         |
| Disposals                                    | -                             | (154.01)         | (154.01)         |
| <b>As at March 31, 2024</b>                  | -                             | <b>9,448.54</b>  | <b>9,448.54</b>  |
| Depreciation charge/Adjustment for the year* | 48.47                         | 2,784.82         | 2,833.29         |
| Disposals                                    | -                             | (109.86)         | (109.86)         |
| <b>As at March 31, 2025</b>                  | <b>48.47</b>                  | <b>12,123.50</b> | <b>12,171.97</b> |
| <b>C. Net carrying value (A-B)</b>           |                               |                  |                  |
| <b>As at March 31, 2025</b>                  | <b>727.07</b>                 | <b>24,203.54</b> | <b>24,930.61</b> |
| <b>As at March 31, 2024</b>                  | -                             | <b>21,504.72</b> | <b>21,504.72</b> |

\* Includes pre-operative depreciation on right of use assets-building capitalised amounting to ₹72.87 (31 March 2024: ₹39.83)

## Set out below are the carrying amounts of lease liabilities and the movements during the year:

| Particulars   | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Balance as at the beginning of the year               | 25,019.13            | 24,755.90            |
| Additions   | 6,286.49             | 1,869.56             |
| Disposals   | (267.44)             | (105.29)             |
| Interest expense on lease liabilities (refer note 19) | 2,228.58             | 2,116.17             |
| Payment of lease liabilities                          | (4,068.17)           | (3,617.21)           |
| <b>Balance as at the end of the year</b>              | <b>29,198.59</b>     | <b>25,019.13</b>     |
| <b>Bifurcation of Lease liabilities</b>               |                      |                      |
| - Current lease liabilities                           | 1,943.87             | 1,751.35             |
| - Non-Current lease liabilities                       | 27,254.72            | 23,267.78            |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (ii) Payments recognised as expenses

| Particulars                       | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|-----------------------------------|--------------------------------------|--------------------------------------|
| Short term leases (refer note 20) | 47.13                                | 44.02                                |
|                                   | <b>47.13</b>                         | <b>44.02</b>                         |

## (iii) Contractual maturities of lease liabilities on undiscounted basis (refer note 33(ii))

| Particulars          | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|----------------------|-------------------------|-------------------------|
| Less than one year   | 4,349.32                | 3,812.29                |
| One to five years    | 15,296.26               | 13,018.91               |
| More than five years | 27,192.51               | 23,336.26               |
|                      | <b>46,838.09</b>        | <b>40,167.46</b>        |

**Note:** All the leases are entered in the name of the Company

## 4 (D) INVESTMENT PROPERTY

### I. Reconciliation of carrying amount

| Particulars                              | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| <b>A. Gross carrying value (at cost)</b> |                         |                         |
| As at the beginning of the year          | 1,114.77                | 1,114.77                |
| Additions                                | -                       | -                       |
| <b>Less: Disposals</b>                   | -                       | -                       |
| <b>As at the end of the year</b>         | <b>1,114.77</b>         | <b>1,114.77</b>         |
| <b>B. Accumulated depreciation</b>       |                         |                         |
| As at the beginning of the year          | 17.65                   | 13.94                   |
| Depreciation charge for the year         | 3.71                    | 3.71                    |
| Disposals                                | -                       | -                       |
| <b>As at the end of the year</b>         | <b>21.36</b>            | <b>17.65</b>            |
| <b>C. Net carrying value (A-B)</b>       | <b>1,093.41</b>         | <b>1,097.12</b>         |
| <b>Fair value</b>                        | <b>1,920.00</b>         | <b>1,736.00</b>         |

### Information regarding income and expenditure of investment property

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Rental income from Investment property (refer note 15)                  | 40.00                                | 37.00                                |
| Direct operating expenses (including repairs and maintenance)           | -                                    | -                                    |
| Less: Depreciation on investment property (refer note 18)               | (3.71)                               | (3.71)                               |
| <b>Profit arising from investment property before indirect expenses</b> | <b>36.29</b>                         | <b>33.29</b>                         |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Title deeds

| Particulars   | March 31, 2025                   | March 31, 2024                   |
|---|----------------------------------|----------------------------------|
| Title deeds held in the name of   | Vijaya Diagnostic Centre Limited | Vijaya Diagnostic Centre Limited |
| Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | No                               | No                               |
| Reason for not being held in the name of the Company  | Not applicable                   | Not applicable                   |

## II. Other information

- (i) The fair value of the investment property is ₹1,920.00 (March 31, 2024 ₹1,736.00), based on market observable data. The Company has not engaged any registered valuer for determining the above fair value for the current year.
- (ii) The Company has given the Investment property on operating lease. The Company has no restrictions on the realisability of its investment property.
- (iii) The Company's investment property consist of land and building in Kolakta, West Bengal.

## 5.

### (i) Other intangible assets and Intangible assets under development

| Particulars                                      | Software        | Intangible assets under development |
|--|-----------------|-------------------------------------|
| <b>A. Gross carrying value (at cost)</b>         |                 |                                     |
| <b>As at April 01, 2023</b>                      | <b>642.90</b>   | <b>63.06</b>                        |
| Additions  | 306.45          | 42.48                               |
| Disposals/Capitalisation                         | -               | (63.06)                             |
| <b>As at March 31, 2024</b>                      | <b>949.35</b>   | <b>42.48</b>                        |
| Additions  | 312.13          | -                                   |
| Disposals/Capitalisation                         | (1.19)          | (42.48)                             |
| <b>As at March 31, 2025</b>                      | <b>1,260.29</b> | <b>-</b>                            |
| <b>B. Accumulated amortisation</b>               |                 |                                     |
| <b>As at April 01, 2023</b>                      | <b>423.67</b>   | <b>-</b>                            |
| Amortisation charge for the year                 | 161.21          | -                                   |
| Disposals  | -               | -                                   |
| <b>As at March 31, 2024</b>                      | <b>584.88</b>   | <b>-</b>                            |
| Amortisation charge for the year (refer note 18) | 148.68          | -                                   |
| Disposals  | (1.19)          | -                                   |
| <b>As at March 31, 2025</b>                      | <b>732.37</b>   | <b>-</b>                            |
| <b>C. Net carrying value (A-B)</b>               |                 |                                     |
| <b>As at March 31, 2025</b>                      | <b>527.92</b>   | <b>-</b>                            |
| As at March 31, 2024                             | 364.47          | 42.48                               |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (ii) Intangible assets under development ageing schedule

As at March 31, 2025

| Particulars          | Amount in Intangible assets under development for a period of |           |           |                   | Total    |
|----------------------|---|-----------|-----------|-------------------|----------|
|                      | Less than 1 Year  | 1-2 Years | 2-3 Years | More than 3 Years |          |
| Projects in progress | -   | -         | -         | -                 | -        |
| <b>Total</b>         | <b>-</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>-</b> |

As at March 31, 2024

| Particulars          | Amount in Intangible assets under development for a period of |           |           |                   | Total        |
|----------------------|---|-----------|-----------|-------------------|--------------|
|                      | Less than 1 Year  | 1-2 Years | 2-3 Years | More than 3 Years |              |
| Projects in progress | 42.48   | -         | -         | -                 | 42.48        |
| <b>Total</b>         | <b>42.48</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>42.48</b> |

(iii) The Company does not have any intangible assets under development which is overdue or has exceeded its cost compared to its original plan and hence, intangible assets completion schedule is not applicable.

(iv) There are no Intangible assets under development which are temporarily suspended as at March 31, 2025 and March 31, 2024.

## 6. FINANCIAL ASSETS

### (a) Investments

Non-current

A. Subsidiaries

| Particulars   | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| <b>Investment in equity instruments - carried at cost, less provision for other than temporary impairment</b> |                      |                      |
| <b>Quoted</b>   |                      |                      |
| Medinova Diagnostic Services Limited, India   | 411.06               | 411.06               |
| [62,02,220 (March 31, 2024: 62,02,220) Equity shares of ₹10 each fully paid up]                               |                      |                      |
| <b>Unquoted</b>   |                      |                      |
| P H Diagnostic Centre Private Limited, India  | 13,964.00            | 13,964.00            |
| [500,000 (March 31, 2024: 500,000) equity shares of ₹100 each fully paid up]                                  |                      |                      |
| <b>Investment in Limited Liability Partnership (LLP)</b>  |                      |                      |
| <b>Unquoted</b>   |                      |                      |
| VDC Diagnostics (Karnataka) LLP, India  | 1,831.29             | 1,831.29             |
| [100% (March 31, 2024: 100%) share in capital contribution]   |                      |                      |
| Less: Share of loss attributable to the Company   | (1,760.00)           | (1,760.00)           |
| <b>Net investment in LLP</b>  | <b>71.29</b>         | <b>71.29</b>         |
| <b>Sub-total</b>  | <b>14,446.34</b>     | <b>14,446.35</b>     |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## B. Investment in others - Non-trade

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Investment in equity instruments - carried at FVOCI</b>                |                         |                         |
| <b>Unquoted</b>   |                         |                         |
| C.R Broadcasting Hyderabad Limited  | 4.00                    | 4.00                    |
| [40,000 (March 31, 2024: 40,000) equity shares of ₹10 each fully paid up] |                         |                         |
| <b>Sub-total</b>  | <b>4.00</b>             | <b>4.00</b>             |
| <b>Total (A+B)</b>  | <b>14,450.34</b>        | <b>14,450.35</b>        |
| Aggregate book value of quoted investments                                | 411.06                  | 411.06                  |
| Aggregate book value of unquoted investments                              | 14,039.28               | 14,039.29               |
| Aggregate book value of impairment in value of investments                | -                       | -                       |
| Aggregate market value of quoted investments                              | 2,358.08                | 1,902.22                |

### Provision for impairment

Investments are tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of each investment. When the recoverable amount of the investment is less than its carrying amount, an impairment loss is recognised.

The recoverable amounts of the above investments have been assessed using a value-in-use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the business. Initially, a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows. Key assumptions upon which the Company has based its determinations of value-in-use include:

- Estimated cash flows based on internal budgets and industry outlook for a period of five years and a terminal growth rate thereafter.
- The terminal value is arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant long-term growth rate. This long term growth rate takes into consideration external macroeconomic sources of data.
- The after tax discount rates used reflect the current market assessment of the risks specific to a CGU, the discount rate is estimated based on the weighted average cost of capital ('WACC') for respective CGU.

The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the investment.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Current

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Investments at fair value through profit or loss - Quoted</b>  |                         |                         |
| <b>Mutual funds</b>   |                         |                         |
| HDFC Liquid Fund-Direct-Growth - Nil<br>(March 31, 2024: 24,650.89) units   | -                       | 1,169.35                |
| Bandhan Liquid fund Growth - Direct - Nil<br>(March 31, 2024: 24,698.69) units  | -                       | 720.55                  |
| ADITYA BIRLA SUN LIFE LIQUID FUND-Nil<br>(March 31, 2024: 1,16,169.69) units  | -                       | 452.69                  |
| TATA Liquid Fund-DP-Growth- Nil<br>(March 31, 2024: 40,346.31) units  | -                       | 1,537.30                |
| Nippon India Liquid Fund-DP-Growth- Nil<br>(March 31, 2024: 12,439.91) units  | -                       | 735.07                  |
| ICICI Prudential Liquid Fund - Direct - Growth- Nil<br>(March 31, 2024: 1,13,466.16) units  | -                       | 405.54                  |
| Franklin India Liquid Fund - DP - Growth- Nil<br>(March 31, 2024: 58,516.54) units  | -                       | 2,122.33                |
| DSP Liquid Fund - Direct - Growth- Nil<br>(March 31, 2024: 21,781.19) units   | -                       | 751.75                  |
| Axis Liquid Fund - D-Growth- Nil<br>(March 31, 2024: 1,12,470.7) units  | -                       | 3,018.40                |
| Aditya Birla Sun Life Crisil-IBX AAA NBFC-HFC Index-Sep 2026<br>Fund-Direct Growth - 5,99,9700.02(March 31, 2024: Nil) units        | 622.98                  | -                       |
| Aditya Birla Sun Life Money Manager Fund - Growth - DP -<br>4,50,584.6(March 31, 2024: Nil) Units                                   | 1,656.67                | -                       |
| Axis Arbitrage Fund - DP - Growth - 5,52,7143.1<br>(March 31, 2024: Nil) Units  | 1,102.49                | -                       |
| Axis Crisil-IBX AAA Bond Financial Services - Sep 2027 Index Fund<br>- DP - Growth Option - 19,99,900.01(March 31, 2024: Nil) Units | 205.93                  | -                       |
| Axis Crisil-IBX AAA Bond Nbfcc - Jun 2027 Index Fund - DP - Growth<br>Option - 99,99,500.03(March 31, 2024: Nil) Units              | 1,043.41                | -                       |
| Bandhan Bond Fund - Short Term-DP-Growth - 26,39,891.82<br>(March 31, 2024: Nil) Units  | 1,577.65                | -                       |
| Bandhan Money Manager Fund -DP-Growth - 10,54,442.6<br>(March 31, 2024: Nil) Units  | 451.31                  | -                       |
| Canara Robeco Short Duration Fund - DP - Growth Option -<br>4,44,425.64 (March 31, 2024: Nil) Units                                 | 120.40                  | -                       |
| DSP Savings Fund - DP - Growth - 9,82,748.93<br>(March 31, 2024: Nil) Units   | 523.27                  | -                       |
| Franklin India Corporate Debt Fund - Direct - Growth -<br>12,54,444.67 (March 31, 2024: Nil) Units                                  | 1,304.79                | -                       |
| HDFC Balanced Advantage Fund - Growth Plan - 1,96,410.56<br>(March 31, 2024: Nil) Units   | 963.01                  | -                       |
| HDFC Money Market Fund - Growth Option - 1,842.02<br>(March 31, 2024: Nil) Units  | 103.25                  | -                       |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Current (Contd.)

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| HDFC Money Market Fund - Growth Option - DP - 15,914.81<br>(March 31, 2024: Nil) Units                     | 909.34                  | -                       |
| ICICI Prudential Money Market Fund Option - DP - Growth -<br>2,02,998.61 (March 31, 2024: Nil) Units       | 764.22                  | -                       |
| Kotak Bond Short Term Plan-(Growth) - Direct - 18,75,966.18<br>(March 31, 2024: Nil) Units                 | 1,051.40                | -                       |
| Kotak Equity Arbitrage Fund - Growth - 28,71,425.21<br>(March 31, 2024: Nil) Units                         | 1,059.08                | -                       |
| Nippon India Money Market Fund - DP Growth Plan - Growth<br>Option - 20,788.64 (March 31, 2024: Nil) Units | 856.88                  | -                       |
| SBI Short Term Debt Fund - DP -Growth - 27,22,763.24<br>(March 31, 2024: Nil) Units                        | 906.98                  | -                       |
| Tata Money Market Fund- DP- Growth Option - 11,600.81<br>(March 31, 2024: Nil) Units                       | 547.13                  | -                       |
| Tata Short Term Bond Fund - DP - Growth Option - 29,40,833.83<br>(March 31, 2024: Nil) Units               | 1,524.87                | -                       |
| UTI MMF - DP - Growth Option - 33,124.26<br>(March 31, 2024: Nil) Units                                    | 1,013.82                | -                       |
|  | <b>18,308.88</b>        | <b>10,912.98</b>        |
| Aggregate book value of quoted investments   | 18,308.88               | 10,912.98               |
| Aggregate market value of quoted investments   | 18,308.88               | 10,912.98               |
| Aggregate value of impairment in value of investments  | -                       | -                       |
| Aggregate value of unquoted investments  | -                       | -                       |

No strategic investments were disposed off during the year ended 31 March 2025, and there were no transfers of any cumulative gain or loss within equity relating to these investments.

## (b) Trade receivables

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Trade receivables - considered good - Secured              | -                       | -                       |
| <b>Trade receivables - considered good - Secured</b>       | <b>-</b>                | <b>-</b>                |
| Trade receivables - considered good - Unsecured*           | 1,318.12                | 1,378.62                |
| <b>Less:</b> Allowance for expected credit loss            | (72.04)                 | (94.67)                 |
| <b>Trade receivables - considered good - Unsecured (A)</b> | <b>1,246.08</b>         | <b>1,283.95</b>         |
| Trade receivables - credit impaired - Unsecured            | 129.51                  | 106.88                  |
| <b>Less:</b> Allowance for credit impaired                 | (129.51)                | (106.88)                |
| <b>Trade receivables - credit impaired - Unsecured (B)</b> | <b>-</b>                | <b>-</b>                |
| <b>Total (A) + (B)</b>                                     | <b>1,246.08</b>         | <b>1,283.95</b>         |

\* Include amount receivable from related parties (refer note 30)

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Trade receivables ageing schedule

As at March 31, 2025

| Particulars  |               |                    |                   |              |              |                   | Total           |
|--|---------------|--------------------|-------------------|--------------|--------------|-------------------|-----------------|
|  | Not due       | Less than 6 months | 6 months - 1 year | 1-2 years    | 2-3 years    | More than 3 years |                 |
| (i) Undisputed trade receivables – considered good                                 | 489.89        | 699.03             | 75.67             | 27.92        | 19.29        | 6.32              | 1,318.12        |
| (ii) Undisputed trade receivables – which have significant increase in credit risk | -             | -                  | -                 | -            | -            | -                 | -               |
| (iii) Undisputed trade receivables – credit impaired                               | -             | -                  | -                 | -            | -            | -                 | -               |
| (iv) Disputed trade receivables – considered good                                  | -             | -                  | -                 | -            | -            | -                 | -               |
| (v) Disputed trade receivables – which have significant increase in credit risk    | -             | -                  | -                 | -            | -            | -                 | -               |
| (vi) Disputed trade receivables – credit impaired                                  | -             | -                  | -                 | 18.02        | 1.14         | 110.35            | 129.51          |
| <b>Total (A)</b>   | <b>489.89</b> | <b>699.03</b>      | <b>75.67</b>      | <b>45.94</b> | <b>20.43</b> | <b>116.67</b>     | <b>1,447.63</b> |
| Allowance for expected credit loss   |               |                    |                   |              |              |                   | 72.04           |
| Allowance for credit impairment  |               |                    |                   |              |              |                   | 129.51          |
| <b>Total (B)</b>   | <b>-</b>      | <b>-</b>           | <b>-</b>          | <b>-</b>     | <b>-</b>     | <b>-</b>          | <b>201.55</b>   |
| <b>Total (A-B)</b>   | <b>489.89</b> | <b>699.03</b>      | <b>75.67</b>      | <b>45.94</b> | <b>20.43</b> | <b>116.67</b>     | <b>1,246.08</b> |

As at March 31, 2024

| Particulars  |         |                    |                   |           |           |                   | Total    |
|--|---------|--------------------|-------------------|-----------|-----------|-------------------|----------|
|  | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years |          |
| (i) Undisputed trade receivables – considered good                                 | 311.35  | 581.05             | 387.63            | 56.87     | 10.52     | 31.20             | 1,378.62 |
| (ii) Undisputed trade receivables – which have significant increase in credit risk | -       | -                  | -                 | -         | -         | -                 | -        |
| (iii) Undisputed trade receivables – credit impaired                               | -       | -                  | -                 | -         | -         | -                 | -        |
| (iv) Disputed trade receivables – considered good                                  | -       | -                  | -                 | -         | -         | -                 | -        |
| (v) Disputed trade receivables – which have significant increase in credit risk    | -       | -                  | -                 | -         | -         | -                 | -        |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

As at March 31, 2024 (Contd.)

| Particulars                                       | Not due       | Less than 6 months | 6 months - 1 year | 1-2 years    | 2-3 years    | More than 3 years | Total           |
|---|---------------|--------------------|-------------------|--------------|--------------|-------------------|-----------------|
| (vi) Disputed trade receivables – credit impaired | -             | 10.20              | 12.28             | 1.14         | 22.87        | 60.39             | 106.88          |
| <b>Total (A)</b>                                  | <b>311.35</b> | <b>591.25</b>      | <b>399.91</b>     | <b>58.01</b> | <b>33.39</b> | <b>91.59</b>      | <b>1,485.50</b> |
| Allowance for expected credit loss                | -             | -                  | -                 | -            | -            | -                 | 94.67           |
| Allowance for credit impairment                   | -             | -                  | -                 | -            | -            | -                 | 106.88          |
| <b>Total (B)</b>                                  | <b>-</b>      | <b>-</b>           | <b>-</b>          | <b>-</b>     | <b>-</b>     | <b>-</b>          | <b>201.55</b>   |
| <b>Total (A-B)</b>                                | <b>311.35</b> | <b>591.25</b>      | <b>399.91</b>     | <b>58.01</b> | <b>33.39</b> | <b>91.59</b>      | <b>1,283.95</b> |

## (c) Loans

| Particulars                           | As at March 31, 2025 | As at March 31, 2024 |
|---------------------------------------|----------------------|----------------------|
| Non-current loans                     |                      |                      |
| (Unsecured, considered good)          |                      |                      |
| Loans to subsidiaries (refer note 30) | 2,126.00             | 1,286.00             |
|                                       | <b>2,126.00</b>      | <b>1,286.00</b>      |

## Loans to Subsidiaries

| Particulars                   | As at March 31, 2025 | As at March 31, 2024 |
|-------------------------------|----------------------|----------------------|
| Amount of loan                | 2,126.00             | 1,286.00             |
| Percentage to the total loans | 100%                 | 100%                 |
| Maximum amount outstanding    | 2,126.00             | 1,860.00             |
| Interest rate                 | 8.0% to 10%          | 8.0% to 10%          |

The loans has been given towards the business purposes of the subsidiaries.

No loans are due from directors or other officers of the Company either severally or jointly with any other person. Refer note 30 for dues from related parties.

## (d) Cash and cash equivalents

| Particulars   | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Cash on hand  | 98.12                | 83.48                |
| Balances with banks   |                      |                      |
| - in current accounts   | 396.92               | 568.19               |
| - unpaid dividend accounts  | 0.71                 | 0.71                 |
| - in deposit accounts with original maturity period of 3 months or less | 501.00               | 904.00               |
|   | <b>996.75</b>        | <b>1,556.38</b>      |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (e) Other bank balances

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Current</b>  |                         |                         |
| Deposits with banks with original maturity more than three months but less than twelve months * @ | 3,123.00                | 4,644.91                |
|   | <b>3,123.00</b>         | <b>4,644.91</b>         |

@ Fixed deposit of ₹15.73 (March 31, 2024: ₹12.37) under lien.

\* The deposits made with banks comprise of time deposits, which are available at call.

## (f) Other financial assets

(Unsecured, considered good)

### Non-current

| Particulars                                      | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Balances with bank held as margin money          | 17.06                   | 6.35                    |
| Security deposits (rental/electricity deposits)* | 1,398.75                | 931.91                  |
|  | <b>1,415.81</b>         | <b>938.26</b>           |

### Current

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Fixed deposits with banks, with original maturity of more than twelve months and remaining maturity of less than twelve months from balance sheet date | 4,778.61                | 253.83                  |
| Other receivables*   | 123.20                  | 19.50                   |
| Security deposits (rental/electricity deposits) *  | -                       | 66.37                   |
|  | <b>4,901.81</b>         | <b>339.70</b>           |

\* Includes amount receivable from related parties (refer note 30)

## 7. DEFERRED TAX ASSETS, NET

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| <b>Deferred tax assets</b>   |                         |                         |
| Decommissioning liability on property, plant and equipment (refer note 12) | 200.71                  | 185.05                  |
| Leases   | 1,303.21                | 1,096.28                |
| Employee benefits  | 170.38                  | 126.06                  |
| Credit impaired debts  | 50.73                   | 50.73                   |
| Others   | 82.93                   | 78.12                   |
| <b>Sub total (A)</b>   | <b>1,807.96</b>         | <b>1,536.24</b>         |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 7. DEFERRED TAX ASSETS, NET (Contd.)

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Deferred tax liabilities</b>                     |                         |                         |
| Fair value gain/loss from investments               | 162.47                  | 59.36                   |
| Property, plant and equipment and Intangible assets | 2,197.17                | 1,280.19                |
| <b>Sub total (B)</b>                                | <b>2,359.64</b>         | <b>1,339.55</b>         |
| <b>Deferred tax asset/(liability), net (A-B)</b>    | <b>(551.68)</b>         | <b>196.69</b>           |

### Movement in deferred tax assets/(liabilities)

| On account of               | Property, plant and equipment and intangible assets including decommissioning liability | Provision for employee benefits | Leases          | Fair value gain/loss from investments | Credit impaired debts | Others       | Total           |
|-----------------------------|---|---------------------------------|-----------------|---------------------------------------|-----------------------|--------------|-----------------|
| <b>At April 01, 2023</b>    | <b>(151.38)</b>   | <b>96.42</b>                    | <b>853.42</b>   | <b>(139.57)</b>                       | <b>43.18</b>          | <b>67.48</b> | <b>769.55</b>   |
| (Charged)/credited:         |   |                                 |                 |                                       |                       |              |                 |
| - to profit or loss         | (943.76)  | 25.46                           | 242.86          | 80.21                                 | 7.55                  | 10.64        | (577.04)        |
| - to OCI                    | -   | 4.18                            | -               | -                                     | -                     | -            | 4.18            |
| <b>As at March 31, 2024</b> | <b>(1,095.14)</b>   | <b>126.06</b>                   | <b>1,096.28</b> | <b>(59.36)</b>                        | <b>50.73</b>          | <b>78.12</b> | <b>196.69</b>   |
| (Charged)/credited:         |   |                                 |                 |                                       |                       |              |                 |
| - to profit or loss         | (901.32)  | 36.22                           | 206.93          | (103.11)                              | -                     | 4.81         | (756.47)        |
| - to OCI                    | -   | 8.10                            | -               | -                                     | -                     | -            | 8.10            |
| <b>As at March 31, 2025</b> | <b>(1,996.46)</b>   | <b>170.38</b>                   | <b>1,303.21</b> | <b>(162.47)</b>                       | <b>50.73</b>          | <b>82.93</b> | <b>(551.68)</b> |

There are no unrecognized deferred tax assets and liabilities as at March 31, 2025 and March 31, 2024.

## 8. INVENTORIES

(Valued at lower of cost and net realisable value)

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Reagents, chemicals, digital imaging films, consumables etc.(net of provision of ₹42.40 (March 31,2024: ₹51.00)) | 374.75                  | 440.53                  |
|  | <b>374.75</b>           | <b>440.53</b>           |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 9. OTHER ASSETS

(Unsecured, considered good)

Non-current

| Particulars                                  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Capital advances                             | 335.67                  | 431.80                  |
| <b>Less:</b> Allowance for doubtful advances | (63.63)                 | (63.63)                 |
|  | <b>272.04</b>           | <b>368.17</b>           |
| Prepaid expenses                             | 591.96                  | 250.56                  |
|  | <b>864.00</b>           | <b>618.73</b>           |

Current

| Particulars                                 | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Advances other than capital advances</b> |                         |                         |
| - Advance to suppliers                      | 228.83                  | 85.26                   |
| - Advance to employees                      | 20.22                   | 25.44                   |
| Prepaid expenses                            | 335.56                  | 325.53                  |
|   | <b>584.61</b>           | <b>436.23</b>           |

## 10. EQUITY

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| <b>Authorised share capital</b>  |                         |                         |
| 120,500,000 equity shares of ₹1 each (March 31, 2024:<br>120,500,000 equity shares of ₹1 each) | 1,205.00                | 1,205.00                |

### (a) Equity share capital

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| <b>Issued, subscribed and fully paid up capital</b>  |                         |                         |
| 102,636,278 equity shares of ₹1 each (March 31, 2024:<br>10,23,45,693 equity shares of ₹1 each), fully paid-up | 1,026.37                | 1,023.46                |
|  | <b>1,026.37</b>         | <b>1,023.46</b>         |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (i) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

| Particulars  | As at March 31, 2025 |                 | As at March 31, 2024 |                 |
|--|----------------------|-----------------|----------------------|-----------------|
|  | No. of shares        | Amount          | No. of shares        | Amount          |
| Shares outstanding at the beginning of the year        | 10,23,45,693         | 1,023.46        | 10,20,71,175         | 1,020.71        |
| Issue under Employee Stock Option Plan (refer note 29) | 2,90,585             | 2.91            | 2,74,518             | 2.75            |
| <b>Shares outstanding at the end of the year</b>       | <b>10,26,36,278</b>  | <b>1,026.37</b> | <b>10,23,45,693</b>  | <b>1,023.46</b> |

## (ii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹1 per share (March 31, 2024: ₹1 per share). Each holder of equity shares is entitled to one vote per share. The shareholders are entitled to dividends in Indian Rupees, proposed by the Board of Directors and subject to the approval of the shareholders in the Annual General Meetings. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive residual assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (iii) Details of shareholders holding more than 5% shares in the company

| Particulars                       | As at March 31, 2025 |           | As at March 31, 2024 |           |
|-----------------------------------|----------------------|-----------|----------------------|-----------|
|                                   | No. of shares        | % holding | No. of shares        | % holding |
| <b>Equity shares:</b>             |                      |           |                      |           |
| Dr S.Surendranath Reddy           | 3,31,66,309          | 32.31%    | 3,34,22,899          | 32.66%    |
| S Suprita Reddy                   | 89,71,660            | 8.74%     | 91,76,933            | 8.97%     |
| K Sunil Chandra                   | 81,86,388            | 7.98%     | 85,96,933            | 8.40%     |
| Nippon Life India Trustee Limited | 52,37,245            | 5.10%     | 63,69,308            | 6.22%     |
| Kotak Small Cap Fund              | 58,89,362            | 5.74%     | 15,32,409            | 1.50%     |

As per records the Company including registration of shareholders/members, the above share holding represents both legal and beneficial ownership of shares.

## (iv) Shares held by promoters at the end of the year

| Promoter's Name         | As at March 31, 2025 |               |                | As at March 31, 2024 |               |                |
|-------------------------|----------------------|---------------|----------------|----------------------|---------------|----------------|
|                         | No. of shares        | % of holding  | % of change    | No. of shares        | % of holding  | % of change    |
| Dr S.Surendranath Reddy | 3,31,66,309          | 32.31%        | (0.34)%        | 3,34,22,899          | 32.66%        | (0.38)%        |
| <b>Total</b>            | <b>3,31,66,309</b>   | <b>32.31%</b> | <b>(0.34)%</b> | <b>3,34,22,899</b>   | <b>32.66%</b> | <b>(0.38)%</b> |

(v) During the five years immediately preceeding the year, no shares have been bought back, no shares have been issued for consideration other than cash except for equity shares issued by way of bonus as provided below:

| Particulars   | March 31, 2025 | March 31, 2024 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|----------------|----------------|----------------|
| Allotted as fully paid up equity shares by way of bonus | -              | -              | -              | 5,66,47,736    | -              |
| Shares issued for consideration other than cash         | -              | -              | -              | -              | -              |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

(vi) For details of share reserved for issue under Employee Stock Option Plan (ESOP) of the Company, refer note 29.

## (b) Other equity

| Particulars                  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|------------------------------|-------------------------|-------------------------|
| General reserve              | 804.95                  | 733.28                  |
| Share based payments reserve | 208.58                  | 121.05                  |
| Securities premium           | 5,415.99                | 5,008.48                |
| Retained earnings            | 70,896.73               | 58,445.84               |
| <b>Total</b>                 | <b>77,326.25</b>        | <b>64,308.65</b>        |

### (i) General reserve

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Balance at the commencement of the year  | 733.28                  | 568.72                  |
| <b>Add:</b> Transfer on account of employee share based options lapsed/<br>forfeited | -                       | 85.51                   |
| <b>Add:</b> Transfer on account of exercise of employee share based options          | 71.67                   | 79.05                   |
| <b>Balance as at the end of the year</b>   | <b>804.95</b>           | <b>733.28</b>           |

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

### (ii) Share based payments reserve

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Balance at the commencement of the year  | 121.05                  | 192.44                  |
| <b>Add:</b> Share based payments expense (refer note 17)   | 159.20                  | 93.17                   |
| <b>Less:</b> Transfer to general reserve due to employee share based options<br>lapsed/forfeited | -                       | (85.51)                 |
| <b>Less:</b> Transfer to general reserve due to exercise of employee share<br>based options      | (71.67)                 | (79.05)                 |
| <b>Balance as at the end of the year</b>   | <b>208.58</b>           | <b>121.05</b>           |

The Company has established equity settled share based payment plans for its employees of the Company, refer note 29 for details on these plans.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (iii) Securities premium

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Balance at the commencement of the year                                   | 5,008.48                | 4,706.18                |
| <b>Less:</b> Issue of bonus shares  | -                       | -                       |
| <b>Add:</b> Proceeds from exercise of employee share based options (ESOP) | 407.51                  | 302.30                  |
| <b>Balance as at the end of the year</b>                                  | <b>5,415.99</b>         | <b>5,008.48</b>         |

Securities premium is used to record the premium on issue of shares. It is utilised in accordance with the provisions of the "Act".

## (iv) Retained earnings

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Balance at the commencement of the year                                      | 58,445.84               | 48,020.75               |
| <b>Add:</b> Profit for the year  | 13,501.22               | 11,460.20               |
| <b>Less:</b> Dividend paid   | (1,026.23)              | (1,022.67)              |
| Items of other comprehensive income recognised directly in retained earnings |                         |                         |
| - Remeasurement of defined benefit obligations (net of tax)                  | (24.10)                 | (12.44)                 |
| <b>Balance as at the end of the year</b>                                     | <b>70,896.73</b>        | <b>58,445.84</b>        |

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distribution to shareholders.

Other comprehensive income (OCI) represents remeasurement of defined employee benefit obligations i.e., difference between the interest income on plan assets and the return actually achieved, any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and subsequently not reclassified to statement of profit and loss.

## 11. FINANCIAL LIABILITIES

### (a) Trade payables

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Total outstanding dues of micro enterprises and small enterprises ('MSME') (refer note 24) | 88.27                   | 56.75                   |
| Total outstanding dues of creditors other than micro enterprises and small enterprises*    | 2,950.18                | 3,004.21                |
|  | <b>3,038.45</b>         | <b>3,060.96</b>         |

\* Includes amount payable to related parties (refer note 30)

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Trade payables ageing schedule

As at March 31, 2025

| Particulars                 | Outstanding for following periods from due date of payment |                  |             |              |                   | Total           |
|-----------------------------|--|------------------|-------------|--------------|-------------------|-----------------|
|                             | Not Due  | Less than 1 Year | 1-2 Years   | 2-3 Years    | More than 3 Years |                 |
| (i) MSME                    | -  | 88.27            | -           | -            | -                 | 88.27           |
| (ii) Others                 | 1,869.55   | 1,043.76         | 2.56        | 15.74        | 18.57             | 2,950.18        |
| (iii) Disputed Dues - MSME  | -  | -                | -           | -            | -                 | -               |
| (iv) Disputed Dues - Others | -  | -                | -           | -            | -                 | -               |
| <b>Total</b>                | <b>1,869.55</b>  | <b>1,132.03</b>  | <b>2.56</b> | <b>15.74</b> | <b>18.57</b>      | <b>3,038.45</b> |

As at March 31, 2024

| Particulars                 | Outstanding for following periods from due date of payment |                  |              |              |                   | Total           |
|-----------------------------|--|------------------|--------------|--------------|-------------------|-----------------|
|                             | Not Due  | Less than 1 Year | 1-2 Years    | 2-3 Years    | More than 3 Years |                 |
| (i) MSME                    | -  | 56.75            | -            | -            | -                 | 56.75           |
| (ii) Others                 | 1,593.99   | 1,376.25         | 15.42        | 18.55        | -                 | 3,004.21        |
| (iii) Disputed Dues - MSME  | -  | -                | -            | -            | -                 | -               |
| (iv) Disputed Dues - Others | -  | -                | -            | -            | -                 | -               |
| <b>Total</b>                | <b>1,593.99</b>  | <b>1,433.00</b>  | <b>15.42</b> | <b>18.55</b> | <b>-</b>          | <b>3,060.96</b> |

## (b) Other financial liabilities

### Current

| Particulars        | As at March 31, 2025 | As at March 31, 2024 |
|--------------------|----------------------|----------------------|
| Employee payables  | 847.53               | 751.42               |
| Dividend payable   | 0.90                 | 0.71                 |
| Capital creditors* | 8,137.54             | 305.07               |
|                    | <b>8,985.97</b>      | <b>1,057.20</b>      |

\* Include amount payable to related party (refer note 30)

## 12. PROVISIONS

| Particulars                      | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------------|----------------------|----------------------|
| <b>Non-current</b>               |                      |                      |
| Provision for employee benefits: |                      |                      |
| - Gratuity (refer note 28)       | 343.49               | 243.54               |
| Others:                          |                      |                      |
| - Decommissioning liability *    | 583.17               | 735.27               |
|                                  | <b>926.66</b>        | <b>978.81</b>        |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 12. PROVISIONS (Contd.)

| Particulars                      | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|----------------------------------|-------------------------|-------------------------|
| <b>Current</b>                   |                         |                         |
| Provision for employee benefits: |                         |                         |
| - Gratuity (refer note 28)       | 100.48                  | 73.94                   |
| - Compensated absences           | 233.02                  | 183.39                  |
| Others:                          |                         |                         |
| - Decommissioning liability *    | 214.32                  | -                       |
|                                  | <b>547.82</b>           | <b>257.33</b>           |

\* Provision for Decommissioning liability represents the amounts which would be incurred towards decommissioning the Company's Plant and Machinery- Medical.

### Movement in Provision

| Decommissioning liability                     | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Balance as at the beginning of the year       | 735.27                  | 636.74                  |
| <b>Add:</b> Unwinding of interest             | 62.22                   | 60.09                   |
| <b>Add:</b> Provision created during the year | -                       | 38.44                   |
| <b>Balance as at the end of the year</b>      | <b>797.49</b>           | <b>735.27</b>           |

## 13. OTHER LIABILITIES

| Particulars                                 | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Non-current</b>                          |                         |                         |
| Deferred revenue- contract liability        | 30.14                   | 34.17                   |
|   | <b>30.14</b>            | <b>34.17</b>            |
| <b>Current</b>                              |                         |                         |
| Deferred revenue - contract liability       | 41.62                   | 49.24                   |
| Statutory liabilities                       | 329.48                  | 298.60                  |
| Advance from customers - contract liability | 37.27                   | 27.53                   |
|   | <b>408.37</b>           | <b>375.37</b>           |

## 14. REVENUE FROM OPERATIONS

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Revenue from contracts with customers- Sale of services | 62,674.38                            | 52,483.37                            |
| <b>Other operating revenue</b>                          |                                      |                                      |
| - Sale of scrap   | 29.89                                | 18.90                                |
| - Sale of other services                                | 9.48                                 | -                                    |
|   | <b>62,713.75</b>                     | <b>52,502.27</b>                     |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Disclosure as per Ind AS 115 - Revenue from contracts with customers

### A. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

| Particulars                               | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Trade receivables (refer note 6(b))       | 1,246.08                             | 1,283.95                             |
| Contract assets                           | -                                    | -                                    |
| Contract liabilities                      |                                      |                                      |
| - Advances from customers (refer note 13) | 37.27                                | 27.53                                |
| - Deferred revenue (refer note 13)        | 71.76                                | 83.41                                |

The revenue recognized during the current year is the balancing number for transactions with customers after adjusting opening and closing balances of contract assets and liabilities.

### B. Movement in contract liabilities during the year

March 31, 2025

| Particulars  | Deferred<br>Revenue | Advance from<br>customers |
|--|---------------------|---------------------------|
| Balance at the beginning of the year                         | 83.41               | 27.53                     |
| <b>Add:</b> Additions during the year                        | 45.47               | 49.95                     |
| <b>Less:</b> Revenue recognised during the period from above | (57.12)             | (40.21)                   |
| <b>Balance at the end of the year</b>                        | <b>71.76</b>        | <b>37.27</b>              |

March 31, 2024

| Particulars  | Deferred<br>Revenue | Advance from<br>customers |
|--|---------------------|---------------------------|
| Balance at the beginning of the year                         | 84.73               | 29.42                     |
| <b>Add:</b> Additions during the year                        | 44.67               | 29.00                     |
| <b>Less:</b> Revenue recognised during the period from above | (45.99)             | (30.89)                   |
| <b>Balance at the end of the year</b>                        | <b>83.41</b>        | <b>27.53</b>              |

### C. Reconciliation of revenue recognised with contract price

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Revenue from contract with customer as per the contract price | 64,947.44                            | 54,280.47                            |
| Adjustments made to contract price on account of:-            |                                      |                                      |
| Discount/rebates  | (2,273.06)                           | (1797.10)                            |
| <b>Revenue from contract with customer - Sale of service</b>  | <b>62,674.38</b>                     | <b>52,483.37</b>                     |
| Other operating revenue                                       | 39.37                                | 18.90                                |
| <b>Revenue from operations</b>                                | <b>62,713.75</b>                     | <b>52,502.27</b>                     |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 15. OTHER INCOME

| Particulars  | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| Interest income under the effective interest method on:                  |                                      |                                      |
| Fixed deposits with banks  | 438.47                               | 497.31                               |
| Loans given to subsidiaries recognised at amortized cost (refer note 30) | 140.01                               | 74.75                                |
| Financial assets carried at amortised cost                               | 79.49                                | 66.81                                |
| Gain on sale of mutual funds   | 773.51                               | 1,566.26                             |
| Fair value gain on investments measured at FVTPL*                        | 409.69                               | (318.70)                             |
| Net gain on sale/retirement of property, plant and equipment             | -                                    | 195.15                               |
| Liabilities no longer required written back                              | 28.72                                | 5.51                                 |
| Rental income from investment property (refer note 30)                   | 40.00                                | 37.00                                |
| Other non-operating income   | 20.14                                | 19.80                                |
|  | <b>1,930.03</b>                      | <b>2,143.89</b>                      |

\* Unrealized gain on investments in mutual funds

| Particulars  | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| Opening balance of unrealised gain   | 235.81                               | 554.51                               |
| Reversal of unrealised gain during the year (A)                                    | (235.81)                             | (554.51)                             |
| Unrealised gain accounted during the year (B)                                      | 645.50                               | 235.81                               |
| <b>Impact of unrealised gain on the statement of profit and loss account (A+B)</b> | <b>409.69</b>                        | <b>(318.70)</b>                      |
| <b>Closing balance of unrealised gain</b>  | <b>645.50</b>                        | <b>235.81</b>                        |

## 16. COST OF MATERIALS CONSUMED

| Particulars  | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| Inventory of materials as at the beginning of the year (refer note 8)        | 440.53                               | 192.64                               |
| <b>Add:</b> Purchases during the year  | 7,807.39                             | 6,532.86                             |
| <b>Less:</b> Inventory of materials as at the end of the year (refer note 8) | (374.75)                             | (440.53)                             |
|  | <b>7,873.17</b>                      | <b>6,284.97</b>                      |

## 17. EMPLOYEE BENEFITS EXPENSE

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Salaries, wages and bonus                                       | 9,259.94                             | 7,853.27                             |
| Contribution to provident and other funds (refer note 28)       | 472.36                               | 421.24                               |
| Gratuity (refer note 28)  | 170.75                               | 139.16                               |
| Compensated absences  | 103.60                               | 78.61                                |
| Equity-settled share-based payment transactions (refer note 29) | 159.20                               | 93.17                                |
| Staff welfare expenses  | 53.79                                | 61.03                                |
|   | <b>10,219.64</b>                     | <b>8,646.48</b>                      |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 18. DEPRECIATION AND AMORTISATION EXPENSE

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Depreciation on property, plant and equipment (refer note 4(a)) | 3,539.10                             | 2,823.71                             |
| Depreciation on investment properties (refer note 4(d))         | 3.71                                 | 3.71                                 |
| Amortisation on other intangible assets (refer note 5)          | 148.68                               | 161.21                               |
| Depreciation on right of use assets (refer note 4(c))           | 2,760.42                             | 2,551.96                             |
|   | <b>6,451.91</b>                      | <b>5,540.59</b>                      |

## 19. FINANCE COSTS

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Unwinding of interest on decommissioning liability      | 62.22                                | 60.09                                |
| Interest expense on lease liabilities (refer note 4(c)) | 2,228.58                             | 2,116.17                             |
| Bank charges  | 205.10                               | 194.56                               |
|   | <b>2,495.90</b>                      | <b>2,370.82</b>                      |

## 20. OTHER EXPENSES

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Power and fuel  | 1,830.96                             | 1,738.84                             |
| Rent  | 47.13                                | 44.02                                |
| Testing charges   | 265.46                               | 201.35                               |
| Samples collection charges  | 337.11                               | 287.14                               |
| Repairs and maintenance   |                                      |                                      |
| a. Building   | 282.36                               | 314.68                               |
| b. Plant and equipment  | 1,391.24                             | 1,333.99                             |
| c. Others   | 319.71                               | 275.20                               |
| House keeping expenses  | 838.81                               | 785.93                               |
| Security charges  | 481.29                               | 427.92                               |
| Insurance   | 217.93                               | 139.12                               |
| Rates and taxes   | 549.40                               | 361.05                               |
| Advertisement, publicity and marketing  | 763.49                               | 407.53                               |
| Business promotion expenses   | 245.11                               | 351.02                               |
| Travelling and conveyance   | 375.20                               | 350.90                               |
| Legal and professional charges (professional fees to doctors, consultants and others) | 10,352.93                            | 8,372.61                             |
| Payment to auditors (refer note (i) below)  | 109.39                               | 87.80                                |
| Remuneration paid to Independent Directors  | 56.64                                | 56.64                                |
| Postage and communication   | 190.72                               | 171.68                               |
| Printing and stationery   | 135.33                               | 140.06                               |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 20. OTHER EXPENSES (Contd.)

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Loss allowance for trade receivables  | -                                    | 30.00                                |
| Loss on sale/retirement of property, plant and equipment (net)              | 28.81                                | -                                    |
| Corporate social responsibility expenditure ('CSR') (refer note (ii) below) | 275.87                               | 244.33                               |
| Donations *   | 0.44                                 | 2.55                                 |
| Miscellaneous expenses  | 274.69                               | 226.77                               |
|   | <b>19,370.02</b>                     | <b>16,351.13</b>                     |

\* Donations include Nil (March 31, 2024: ₹1) contribution made to political party - Communist Party of India (Marxist)

### Notes:

#### i. Payment to auditors (inclusive of taxes)

| Particulars                           | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| As auditors                           |                                      |                                      |
| - Statutory audit fees                | 67.97                                | 59.00                                |
| - Limited review of quarterly results | 21.24                                | 21.24                                |
| - Certification                       | 7.46                                 | -                                    |
| Reimbursement of expenses             | 12.72                                | 7.56                                 |
|                                       | <b>109.39</b>                        | <b>87.80</b>                         |

#### ii. Details of corporate social responsibility expenditure

| Particulars  | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| (i) Gross amount required to be spent by the Company during the year   | 275.87                               | 244.33                               |
| (ii) Amount approved by the Board to be spent during the year  | 275.87                               | 244.33                               |
| (iii) Amount spent during the year   |                                      |                                      |
| - construction/acquisition of any asset  | -                                    | -                                    |
| - on purpose other than above  | 275.87                               | 244.33                               |
| (iv) (Shortfall)/Excess at the end of the year   | -                                    | -                                    |
| (v) Total of previous years shortfall  | -                                    | -                                    |
| (vi) Details of related party transactions   | NA                                   | NA                                   |
| (vii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year | NA                                   | NA                                   |
| (viii) Reason for shortfall: For the year ending March 31, 2025 and March 31, 2024: No shortfall   |                                      |                                      |
| (ix) Nature of CSR activities:   |                                      |                                      |
| a) Skill development   |                                      |                                      |
| b) Education   |                                      |                                      |
| c) Healthcare  |                                      |                                      |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## iii. Exceptional items

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Acquisition/restructuring related costs- Financial, legal and tax due diligence | 102.96                               | 205.00                               |
|   | <b>102.96</b>                        | <b>205.00</b>                        |

## 21. INCOME-TAX EXPENSE

### (a) Amount recognised in statement of profit and loss

| Particulars                                       | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| <b>Current tax expense</b>                        | 3,872.48                             | 3,209.93                             |
| <b>Deferred tax expense</b>                       |                                      |                                      |
| Attributable to -                                 |                                      |                                      |
| Origination and reversal of temporary differences | 756.48                               | 577.04                               |
| <b>Tax expense</b>                                | <b>4,628.96</b>                      | <b>3,786.97</b>                      |

### (b) Amount recognised in other comprehensive income

| Particulars  | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| <b>Deferred tax related to items recognised in OCI</b>                         |                                      |                                      |
| Deferred tax (expense)/income on remeasurements of defined benefit obligations | 8.10                                 | 4.18                                 |
| <b>Income-tax expense/(income) recognised in OCI</b>                           | <b>8.10</b>                          | <b>4.18</b>                          |

### (c) Reconciliation of effective tax rate

| Particulars  | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| <b>Profit before tax</b>   | <b>18,130.18</b>                     | <b>15,247.17</b>                     |
| Enacted tax rate in India  | 25.17%                               | 25.17%                               |
| <b>Tax expense at enacted rates</b>                              | <b>4,563.00</b>                      | <b>3,837.41</b>                      |
| <b>Tax effect of:</b>  |                                      |                                      |
| Effect of expenses not deductible for tax purposes               | 63.99                                | 69.69                                |
| Effect of tax at special rates                                   | (0.98)                               | (66.96)                              |
| Effect of expenses deductible only for tax purposes              | (60.33)                              | (52.00)                              |
| Deferred tax expenses of earlier years                           | 41.80                                | -                                    |
| Current tax expenses of earlier years                            | 21.48                                | -                                    |
| Others   | -                                    | (1.16)                               |
| <b>Income-tax recognised in the statement of profit and loss</b> | <b>4,628.96</b>                      | <b>3,786.97</b>                      |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

(d) The following table provides the details of income tax assets and income tax liabilities

| Particulars                   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|-------------------------------|-------------------------|-------------------------|
| Other tax assets (net)        | 104.26                  | 3.73                    |
| Current tax liabilities (net) | (352.86)                | (98.68)                 |
|                               | <b>(248.60)</b>         | <b>(94.95)</b>          |

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Net current income-tax liability at the beginning of the year | 94.95                   | 231.48                  |
| <b>Add:</b> Current tax expense                               | 3,872.48                | 3,209.93                |
| <b>Less:</b> Tax paid during the year                         | (3,718.83)              | (3,346.46)              |
| <b>Net income tax liability at the end of the year</b>        | <b>248.60</b>           | <b>94.95</b>            |

## 22. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

### Contingent liabilities

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Claims against the Company not acknowledged as debts | -                       | -                       |

The Company based on its legal assessment does not believe that any of the pending claims/litigations if any with statutory authorities/others require a provision as at the balance sheet date, as the likelihood of the probability of an outflow of resources at this point of time is low.

### Capital commitments

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) | 624.44                  | 4,199.07                |

## 23. EARNINGS PER SHARE

| Particulars  | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| <b>Earnings for the year</b>   |                                      |                                      |
| Net profit for the year attributable to equity shareholders (A)      | 13,501.22                            | 11,460.20                            |
| <b>Shares</b>  |                                      |                                      |
| Weighted average number of equity shares for Basic EPS (B)           | 10,25,87,847                         | 10,22,21,031                         |
| <b>Add:</b> Effect of dilution                                       |                                      |                                      |
| - On account of outstanding employee based share based options       | 1,92,273                             | 2,97,180                             |
| Weighted average number of equity shares for Diluted EPS (C)         | 10,27,80,120                         | 10,25,18,211                         |
| <b>(a) Basic earnings per share of face value of ₹1 each (A/B)</b>   | <b>13.16</b>                         | <b>11.21</b>                         |
| <b>(b) Diluted earnings per share of face value of ₹1 each (A/C)</b> | <b>13.14</b>                         | <b>11.18</b>                         |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 24. DISCLOSURE REQUIRED UNDER CLAUSE 22 OF MICRO, SMALL AND MEDIUM ENTERPRISE DEVELOPMENT ('MSMED') ACT, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

| Particulars  | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| (a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;   |                |                |
| - Principal amount   | 88.27          | 56.75          |
| - Interest due on the above  | -              | -              |
| (b) the amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;   | -              | -              |
| (c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act, 2006;   | -              | -              |
| (d) the amount of interest accrued and remaining unpaid at the end of the each accounting year; and  | -              | -              |
| (e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006. | -              | -              |

**Note:** The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.

## 25. DISCLOSURE AS PER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- (i) Details of investments made are given in Note 6(a)
- (ii) Details of the loans given by the Company is given in Note 6(c)

## 26. OPERATING SEGMENTS

### A. Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including

revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segment's results are reviewed regularly by the Company's Chairman and Managing Director to make decisions about resources to be allocated to the segments and assess their performance.

The Chief Operating Decision Maker ("CODM") who are the Company's Chairman and Managing Director who evaluate the Company's performance and allocates resources based on an analysis of various performance indicators at operational unit level and since there is single operating segment, no segment disclosures of the Company is presented. The Company's operations fall within a single business segment "Diagnostic services".

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## B. Geographical information

The Company operates within India and therefore there are no assets or liabilities outside India.

## C. Major customers

No single customer contributed more than 10% of the Company's revenues during the year ended March 31, 2025 and March 31, 2024.

## 27. PURCHASE COMMITMENTS TOWARDS REAGENT KITS

The Company has entered into agreements with certain suppliers for purchase of reagents which include the right to use equipment during the life of the agreement in addition to purchase of minimum committed quantities of reagents every year. These agreements are in substance, cost of reagents and services arrangements provided by the supplier on an annual basis and the minimum purchase commitments therein do not result in more than insignificant penalty on termination of the agreement. The cost of reagents which includes the cost of rental of the equipment is recorded as cost of material consumed.

## 28. EMPLOYEE BENEFIT PLANS

The Company has following post employment benefit plans:

### (a) Defined contribution plans

Contributions were made to provident fund and Employees' State Insurance in India for the

employees of the Company as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Company is limited to the respective amount contributed and it has no further contractual nor any other constructive obligation. The expense recognised during the period in the standalone statement of profit and loss towards defined contribution plans is ₹472.36 (March 31, 2024: ₹421.24).

### (b) Defined benefit plan

The Company provides for Gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for Gratuity. The amount of Gratuity payable on retirement/termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service or part thereof in excess of six months, restricted to a sum of ₹20.

The Gratuity plan is administered through a Gratuity Scheme with Life Insurance Corporation of India ('LIC'). The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

This defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

### i. Reconciliation of the net defined benefit (asset)/liability

The amounts recognised in the balance sheet and the movements in the defined benefit obligation and fair value of plan assets over the year are as follows:

| Particulars   | For the year ended<br>March 31, 2025 |                                 |               | For the year ended<br>March 31, 2024 |                                 |               |
|---|--------------------------------------|---------------------------------|---------------|--------------------------------------|---------------------------------|---------------|
|   | Present<br>value of<br>obligation    | Fair value<br>of plan<br>assets | Net<br>amount | Present<br>value of<br>obligation    | Fair value<br>of plan<br>assets | Net<br>amount |
| Opening balance   | 631.99                               | 314.51                          | 317.48        | 525.89                               | 294.19                          | 231.70        |
| Current service cost  | 148.06                               | -                               | 148.06        | 122.21                               | -                               | 122.21        |
| Interest expense/(income)   | 45.16                                | (22.47)                         | 22.69         | 38.47                                | (21.52)                         | 16.95         |
| <b>Recognised in statement of profit or loss</b>                      | <b>193.22</b>                        | <b>22.47</b>                    | <b>170.75</b> | <b>160.68</b>                        | <b>21.52</b>                    | <b>139.16</b> |
| Remeasurements  |                                      |                                 |               |                                      |                                 |               |
| Return on plan assets, excluding amounts included in interest expense | -                                    | 2.33                            | 2.33          | -                                    | 7.85                            | 7.85          |
| Actuarial (gains)/losses arising from:                                |                                      |                                 |               |                                      |                                 | -             |

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### i. Reconciliation of the net defined benefit (asset)/liability (Contd.)

| Particulars   | For the year ended<br>March 31, 2025 |                           |               | For the year ended<br>March 31, 2024 |                           |               |
|---|--------------------------------------|---------------------------|---------------|--------------------------------------|---------------------------|---------------|
|   | Present value of obligation          | Fair value of plan assets | Net amount    | Present value of obligation          | Fair value of plan assets | Net amount    |
| - Changes in demographic assumptions                            | (9.18)                               | -                         | (9.18)        | -                                    | -                         | -             |
| - Changes in financial assumptions                              | 33.98                                | -                         | 33.98         | 6.08                                 | -                         | 6.08          |
| - Experience variance (i.e. actual experience vs assumptions)   | 5.07                                 | -                         | 5.07          | 2.69                                 | -                         | 2.69          |
| <b>Re-measurements recognised in other comprehensive income</b> | <b>29.87</b>                         | <b>2.33</b>               | <b>32.20</b>  | <b>8.77</b>                          | <b>7.85</b>               | <b>16.62</b>  |
| Contribution paid to the plan                                   | -                                    | 76.46                     | (76.46)       | -                                    | 70.00                     | (70.00)       |
| Benefits paid   | (58.85)                              | (58.85)                   | -             | (63.35)                              | (63.35)                   | -             |
| <b>Closing balance</b>  | <b>796.23</b>                        | <b>352.26</b>             | <b>443.97</b> | <b>631.99</b>                        | <b>314.51</b>             | <b>317.48</b> |

### ii. Plan assets

Plan assets comprises of the following:

| Particulars  | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Funds managed by Life Insurance Corporation of India | 100%           | 100%           |

### iii. Actuarial assumptions

Principal actuarial assumptions for defined benefit obligation are as follows:

| Particulars            | March 31, 2025   | March 31, 2024   |
|------------------------|------------------|------------------|
| Discount rate          | 6.50%            | 7.15%            |
| Salary escalation rate | 8.00%            | 8.00%            |
| Attrition rate         | 10.00% to 15.00% | 10.00% to 15.00% |

**Discount rate:** The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

**Salary escalation rate:** The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

**Attrition rate:** Represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation and current service cost by the amounts shown below:

| Particulars            | Change in assumption |                   | Impact on defined benefit obligation |                   |                        |                   |
|------------------------|----------------------|-------------------|--------------------------------------|-------------------|------------------------|-------------------|
|                        |                      |                   | Increase in Assumption               |                   | Decrease in Assumption |                   |
|                        | March<br>31, 2025    | March<br>31, 2024 | March<br>31, 2025                    | March<br>31, 2024 | March<br>31, 2025      | March<br>31, 2024 |
| Discount rate          | 1.00%                | 1.00%             | Decreased by<br>49.71                | 38.77             | Increased by<br>55.73  | 43.34             |
| Salary escalation rate | 1.00%                | 1.00%             | Increased by<br>53.74                | 41.86             | Decreased by<br>49.25  | 38.41             |
| Attrition rate         | 50.00%               | 50.00%            | Decreased by<br>42.97                | 28.29             | Increased by<br>67.71  | 39.72             |

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting year, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

### v. Expected contributions to the plan for the next annual reporting period

Expected contribution to post-employment benefit plans for the next year ending March 31, 2026 is ₹617.13 (March 31, 2025: ₹461.92).

### vi. Maturity profile of the defined benefit liability

The weighted average duration of the defined benefit obligation is 7 years (March 31, 2024 - 6 years). The expected maturity analysis of defined benefit obligation on an undiscounted basis is as follows:

| Particulars    | Less than a year | Between 2-5 years | Between 6-10 years | More than 10 years |
|----------------|------------------|-------------------|--------------------|--------------------|
| March 31, 2025 | 100.48           | 357.60            | 384.85             | 481.12             |
| March 31, 2024 | 73.94            | 304.78            | 326.13             | 396.82             |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 29. SHARE BASED PAYMENTS

### VDCL Employee Stock Option Plan 2018 "The Plan" or "ESOP 2018"

The shareholders of the Company approved "VDCPL Employee Stock Option Plan 2018 (ESOP 2018)" at the Extraordinary General Meeting held on May 03, 2018 and subsequently it was amended at the extraordinary general meeting held on March 25, 2021 and August 26, 2021 to grant a maximum of 1,625,000 options to specified categories of employees of the Company. Each option granted and vested under ESOP 2018 shall entitle the holder to acquire one equity share of face value of ₹1 each of the Company.

The Plan consists of six schemes with various vesting periods from the grant date subject to satisfaction of vesting conditions. The method of settlement under the Plan is by issue of equity shares of the Company and there are no cash settlement alternatives for the employees.

Vested options can be exercised over a period of ten years from the grant date. The Exercise Price is the fair value of the equity share as on the date of the grant or as decided by the Nomination and remuneration committee. The time and performance based options under Scheme 1, 2, 3, 4, 5 and 6 become vested as below:

The time and performance based options under Scheme 1 become eligible on an annual basis at 30%, 30%, 20% and 20% over a period of four years and vesting starts from second year. The time and performance based options under Scheme 2 become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years and vesting starts from third year. The time based options under Scheme 3 become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years and vesting starts from third year. The time based options under Scheme 4 become eligible on annual basis at 100% and vest on second year from the grant date. The time based options under Scheme 5 become eligible and vest on an annual basis at 25%, 25%, and 50% over a period of three years. The time based options under Scheme 6 become eligible on an annual basis at 0%, 25%, 50% and 25% over a period of four years and the performance based options under Scheme 6 become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years.

The fair value of equity share options is estimated at the date of grant using Black- Scholes model, taking into account the terms and conditions upon which the share options were granted. Based on the historical trends, 50% of stock options are expected to be vested and exercised, accordingly the total compensation cost recognised in the statement of profit and loss is ₹159.20 (March 31, 2024: 93.17).

### (A) Details of options granted under ESOP 2018 by the Board/Nomination and Remuneration committee are as below:

| Grant                   | Grant date       | Number of options granted | Number of options outstanding | Exercise Price (in ₹) | Fair value at grant date (in ₹) |
|-------------------------|------------------|---------------------------|-------------------------------|-----------------------|---------------------------------|
| 1 <sup>st</sup> Grant   | May 10, 2018     | 4,63,750                  | -                             | 220.00                | 222.10                          |
| 2 <sup>nd</sup> Grant   | October 31, 2018 | 9,000                     | -                             | 233.90                | 233.90                          |
| 3 <sup>rd</sup> Grant   | April 01, 2019   | 75,780                    | -                             | 236.90                | 236.90                          |
| 4 <sup>th</sup> Grant * | March 25, 2021   | 8,66,853                  | 19,251                        | 111.11                | 111.11                          |
| 5 <sup>th</sup> Grant   | May 29, 2023     | 2,51,291                  | 1,56,835                      | 318.00                | 376.05                          |
| 6 <sup>th</sup> Grant   | May 08, 2024     | 2,41,470                  | 1,66,510                      | 519.00                | 666.05                          |

\* The options are post subdivision of equity shares and after impact of bonus issue (refer note 10(a)(v)).

### (B) The movement of stock options during the year (in No's):

| Particulars                        | No of stock options |
|------------------------------------|---------------------|
| <b>As at April 01, 2023</b>        | <b>6,07,513</b>     |
| Granted during the year            | 2,51,291            |
| Vested/exercisable during the year | 2,14,510            |
| Forfeited/lapsed during the year   | (1,05,664)          |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (B) The movement of stock options during the year (in No's): (Contd.)

| Particulars                        | No of stock options |
|------------------------------------|---------------------|
| Exercised during the year          | (2,74,518)          |
| <b>As at March 31, 2024</b>        | <b>4,78,622</b>     |
| Granted during the year            | 2,41,470            |
| Vested/exercisable during the year | 60,185              |
| Forfeited/lapsed during the year   | (86,911)            |
| Exercised during the year          | (2,90,585)          |
| <b>As at March 31, 2025</b>        | <b>3,42,596</b>     |

## (C) Disclosures as per Ind AS 102 for outstanding options:

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Weighted average exercise price for outstanding options at year end (in ₹)       | 404.07                  | 199.81                  |
| Weighted average remaining contractual life for outstanding options at year end. | 9.50 years              | 7.92 years              |
| Range of exercise prices for outstanding options at year end (in ₹)              | 111.11 to 519.00        | 111.11 to 318.00        |

## (D) The key assumption used to estimate the fair value of stock option as on grant date:

| Grant date       | Dividend yield | Risk-free interest rate | Expected life of options granted in years | Expected volatility |
|------------------|----------------|-------------------------|---|---------------------|
| May 10, 2018     | 0%             | 7.95%                   | 5.5 Years to 7 Years                      | 21.32%              |
| October 31, 2018 | 0%             | 7.84%                   | 5.5 Years to 7 Years                      | 24.95%              |
| April 01, 2019   | 0%             | 7.15%                   | 5.5 Years to 7 Years                      | 29.52%              |
| March 25, 2021   | 0%             | 6.12%                   | 5.5 Years to 7 Years                      | 43.78%              |
| May 29, 2023     | 0.26%          | 6.74% to 6.80%          | 1.5 Years to 4.5 Years                    | 43.91%              |
| May 08, 2024     | 0.26%          | 6.96% to 7.03%          | 1.5 Years to 4.5 Years                    | 41.30%              |

## 30. RELATED PARTIES

### (a) Details of related parties

| Description of relationship | Name of the related parties  |
|-----------------------------|--|
| Subsidiaries                | Medinova Diagnostic Services Limited   |
|                             | Doctors Lab Medical Services Private Limited (struck off w.e.f. 06 April 2024) |
|                             | P H Diagnostic Centre Private Limited (w.e.f. 21 December 2023)                |
|                             | VDC Diagnostics (Karnataka) LLP  |
| Step down subsidiaries      | Namrata Diagnostic Centre Private Limited (struck off w.e.f. 06 April 2024)    |
|                             | Medinova Millennium MRI Services LLP   |
| Person exercising control   | Dr. S Surendranath Reddy (Executive Chairman) (also a KMP)                     |

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### (a) Details of related parties (Contd.)

| Description of relationship                     | Name of the related parties   |
|---|---|
| Key Management Personnel (KMP)                  | Dr. S Surendranath Reddy (Executive Chairman)   |
|   | S Suprita Reddy (Managing Director & Chief Executive Officer)                         |
|   | K Sunil Chandra (Executive Director)  |
|   | S Geetha Reddy (Director)   |
|   | Narasimha Raju.K.A (Chief Financial Officer, upto 26 March 2025)                      |
|   | Ramachandra Reddy S (Chief Financial Officer w.e.f. 12 May 2025)                      |
|   | Hansraj Singh Rajput (Company Secretary)  |
| Independent Directors                           | Dr.D.Nageshwar Reddy  |
|   | Mr. S P Singh   |
|   | Mr. Satyanarayana Murthy Chavali  |
|   | Dr. Manjula Anagani   |
| Enterprise where KMP has significance influence | Vijaya Hospitals Private Limited  |
|   | Summit Nutracueticals Private Limited   |
|   | Kshetra Agritech Private Limited  |
|   | Trikona Pharmaceuticals Private Limited   |
|   | Trikona Holdings LLP  |
|   | Vijaya Holdings India LLP   |
|   | S Square Properties LLP   |
|   | Park Health Systems Private Limited   |
|   | Asian Institute of Gastroenterology Private Limited                                   |
|   | Asian Institute Of Nephrology And Urology (Vizag) Private Limited (upto 22 Mach 2024) |
|   | Asian Institute Of Nephrology And Urology Private Limited (upto 22 Mach 2024)         |
| Relative of KMP                                 | Anua Living LLP   |
|   | Barina Resorts Private limited  |
| Relative of KMP                                 | B Vishnu Priya (Wife of K Sunil Chandra)  |
| Controlled Trust                                | Vijaya Diagnostic Charitable Trust  |

### (b) Details of transactions during the year #

| Particulars              | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|--------------------------|--------------------------------------|--------------------------------------|
| <b>Rent paid</b>         |                                      |                                      |
| Dr. S Surendranath Reddy | 540.03                               | 470.31                               |
| K Sunil Chandra          | 115.09                               | 107.53                               |
| S Suprita Reddy          | 110.66                               | 102.61                               |
| S Geetha Reddy           | 460.29                               | 424.27                               |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (b) Details of transactions during the year \* (Contd.)

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| B Vishnu Priya  | 2.02                                 | 1.91                                 |
| Vijaya Hospitals Private Limited                                  | 135.63                               | 120.82                               |
| <b>Reimbursement of expenses</b>                                  |                                      |                                      |
| Medinova Diagnostics Services Limited                             | 8.03                                 | -                                    |
| P H Diagnostic Centre Private Limited                             | 90.92                                | 5.58                                 |
| <b>Rental deposits given (refund), net</b>                        |                                      |                                      |
| Dr. S Surendranath Reddy  | 88.46                                | -                                    |
| K Sunil Chandra   | 2.64                                 | -                                    |
| S Suprita Reddy   | 2.64                                 | -                                    |
| S Geetha Reddy  | 25.76                                | -                                    |
| Vijaya Holdings India LLP   | 19.51                                | -                                    |
| <b>Sale of consumables</b>  |                                      |                                      |
| P H Diagnostic Centre Private Limited                             | 21.46                                | -                                    |
| <b>Services availed</b>   |                                      |                                      |
| P H Diagnostic Centre Private Limited                             | -                                    | 0.17                                 |
| Medinova Diagnostics Services Limited                             | 4.25                                 | -                                    |
| <b>Purchase of Property, plant and equipment</b>                  |                                      |                                      |
| P H Diagnostic Centre Private Limited                             | 8.36                                 | 15.34                                |
| Medinova Diagnostics Services Limited                             | 3.39                                 | -                                    |
| <b>Sale of Property, plant and equipment</b>                      |                                      |                                      |
| P H Diagnostic Centre Private Limited                             | 123.20                               | 35.40                                |
| <b>Sale of services</b>   |                                      |                                      |
| Medinova Diagnostic Services Limited                              | 64.01                                | 44.16                                |
| Park Health Systems Private Limited                               | 76.63                                | 76.49                                |
| Asian Institute Of Nephrology And Urology (Vizag) Private Limited | 0.45                                 | 0.17                                 |
| Asian Institute Of Nephrology And Urology Private Limited         | 0.78                                 | 0.92                                 |
| PH Diagnostic Centre Private Limited                              | 66.79                                | -                                    |
| <b>Loans given</b>  |                                      |                                      |
| P H Diagnostic Centre Private Limited                             | 840.00                               | 786.00                               |
| <b>Investment in subsidiary</b>                                   |                                      |                                      |
| P H Diagnostic Centre Private Limited                             | -                                    | 499.00                               |
| <b>Loans recovered</b>  |                                      |                                      |
| Medinova Diagnostic Services Limited                              | -                                    | 75.00                                |
| <b>Investment redeemed</b>  |                                      |                                      |
| Doctors Lab Medical Services Private Limited                      | -                                    | 0.84                                 |

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### (b) Details of transactions during the year \* (Contd.)

| Particulars                                       | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Investment written off                            |                                      |                                      |
| Doctors Lab Medical Services Private Limited      | -                                    | 0.16                                 |
| <b>Interest income</b>                            |                                      |                                      |
| Medinova Diagnostic Services Limited              | 50.00                                | 57.40                                |
| P H Diagnostic Centre Private Limited             | 90.01                                | 17.35                                |
| <b>Rental income</b>                              |                                      |                                      |
| Medinova Diagnostic Services Limited              | 46.73                                | 43.54                                |
| <b>Remuneration to KMP**</b>                      |                                      |                                      |
| Dr. S Surendranath Reddy                          | 200.00                               | 200.00                               |
| K Sunil Chandra                                   | 100.00                               | 100.00                               |
| S Suprita Reddy                                   | 275.00                               | 275.00                               |
| Narasimha Raju K.A*                               | 85.19                                | 76.59                                |
| Hansraj Singh Rajput*                             | 24.70                                | 20.30                                |
| <b>Remuneration paid to Independent Directors</b> |                                      |                                      |
| Dr. D.Nageshwar Reddy                             | 12.00                                | 12.00                                |
| Mr. S P Singh                                     | 12.00                                | 12.00                                |
| Mr. Satyanarayana Murthy Chavali                  | 12.00                                | 12.00                                |
| Dr. Manjula Anagani                               | 12.00                                | 12.00                                |

### (c) Amounts due (to)/from related parties

| Particulars                      | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|----------------------------------|-------------------------|-------------------------|
| <b>Rent payable</b>              |                         |                         |
| Dr. S Surendranath Reddy         | -                       | 36.10                   |
| S Suprita Reddy                  | -                       | 7.89                    |
| K Sunil Chandra                  | -                       | 8.30                    |
| Vijaya Hospitals Private Limited | -                       | 9.22                    |
| S Geetha Reddy                   | -                       | 32.56                   |
| B Vishnu Priya                   | -                       | 0.16                    |
| <b>Rental deposits</b>           |                         |                         |
| Vijaya Hospitals Private Limited | 34.95                   | 34.95                   |
| Dr. S Surendranath Reddy         | 201.81                  | 113.35                  |
| S Suprita Reddy                  | 40.80                   | 38.15                   |
| K Sunil Chandra                  | 34.45                   | 31.81                   |
| S Geetha Reddy                   | 155.58                  | 129.82                  |

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (c) Amounts due (to)/from related parties (Contd.)

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| B Vishnu Priya  | 0.72                    | 0.72                    |
| Vijaya Holdings India LLP   | 19.51                   | -                       |
| <b>Trade receivables</b>  |                         |                         |
| Medinova Diagnostic Services Limited                              | 10.11                   | 7.07                    |
| Park Health Systems Private Limited                               | 13.51                   | 7.49                    |
| Asian Institute of Nephrology and Urology (Vizag) Private Limited | 0.04                    | 0.08                    |
| Asian Institute of Nephrology and Urology Private Limited         | 0.16                    | 0.25                    |
| P H Diagnostic Centre Private Limited                             | 64.98                   | -                       |
| <b>Trade payable</b>  |                         |                         |
| P H Diagnostic Centre Private Limited                             | -                       | 0.17                    |
| <b>Loans outstanding</b>  |                         |                         |
| Medinova Diagnostic Services Limited                              | 500.00                  | 500.00                  |
| P H Diagnostic Centre Private Limited                             | 1,626.00                | 786.00                  |
| <b>Interest receivable</b>  |                         |                         |
| Medinova Diagnostic Services Limited                              | -                       | 12.67                   |
| P H Diagnostic Centre Private Limited                             | -                       | 15.62                   |
| <b>Other receivables</b>  |                         |                         |
| P H Diagnostic Centre Private Limited                             | 123.20                  | 19.50                   |
| <b>Capital creditors</b>  |                         |                         |
| P H Diagnostic Centre Private Limited                             | 8.36                    | -                       |
| <b>Remuneration payable to KMP</b>                                |                         |                         |
| Narasimha Raju K.A  | 4.29                    | 4.90                    |
| Hansraj Singh Rajput  | 1.77                    | 1.66                    |

### Note:

- All transactions with these related parties are at arm's length basis and resulting outstanding receivables and payables including financial assets and financial liabilities balances are settled in cash. None of the balances are secured. (All the amounts of transactions and balances disclosed in this note are gross and undiscounted).
- # Amounts paid as dividends to promoters and their relatives in the capacity of shareholders are not considered as related party transactions.
- \*\*The remuneration to key Managerial personnel does not include provision for gratuity and leave encashment, as they are determined for the Company as a whole.

\* In addition to the remuneration, certain employee stock options were exercised, whose perquisite value is ₹346.46 (previous year: ₹114.05).

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 31. RATIO ANALYSIS

| Ratio  | Numerator                           | Denominator                  | March 31, 2025 | March 31, 2024 | Variance (in %) | Reason for variance |
|--|-------------------------------------|------------------------------|----------------|----------------|-----------------|---------------------|
| Current Ratio (in times)                     | Current assets                      | Current liabilities          | 1.93           | 2.97           | (34.94%)        | Refer Note (i)      |
| Debt-Equity Ratio (in times)                 | Total debt                          | Total equity                 | -              | -              | 0%              |                     |
| Debt Service Coverage Ratio (in times)       | Earnings available for debt service | Debt service                 | -              | -              | 0%              |                     |
| Return on Equity Ratio (in %)                | Net Profits after taxes             | Average shareholder's equity | 18.79%         | 19.13%         | (1.74%)         |                     |
| Inventory Turnover Ratio (in times)          | Cost of goods sold                  | Average inventory            | 19.31          | 19.85          | (2.71%)         |                     |
| Trade Receivables Turnover Ratio (in times)  | Net credit sales                    | Average trade receivables    | 3.21           | 2.90           | 10.89 %         |                     |
| Trade Payables Turnover Ratio (in times)     | Net credit purchases                | Average trade payables       | 8.91           | 7.92           | 12.55 %         |                     |
| Net Capital Turnover Ratio (in times)        | Revenue                             | Working capital              | 4.40           | 4.03           | 9.02 %          |                     |
| Net Profit Ratio (in %)                      | Net Profit                          | Revenue                      | 21.53%         | 21.83%         | (1.37%)         |                     |
| Return on Capital Employed (in %) (Pre cash) | Earnings before interest and taxes  | Capital employed             | 24.02%         | 23.82%         | 0.86%           |                     |
| Return on Investment (in %)                  | Not Applicable                      |                              |                |                |                 |                     |

### Reasons for variance of more than 25%

(i) There is a decrease in the current ratio primarily due to increase in capital creditors.

### Definitions:

- Earnings available for debt service = Profit for the year + Non-cash operating expenses such as depreciation and amortisation + Interest + other adjustments like loss on sale of fixed assets etc.
- Debt service = Interest + Lease Payments + Principal Repayments
- Average inventory = (Opening inventory balance + Closing inventory balance)/2
- Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance)/2
- Average trade payables = (Opening trade payables balance + Closing trade payables balance)/2
- Working Capital = Current assets - Current liabilities
- Earnings before interest and taxes = Profit before tax + Finance costs - Other income
- Capital Employed = Total assets- Total liabilities - Intangible assets + Deferred tax liabilities

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 32. CAPITAL MANAGEMENT

The Company's policy is to maintain a stable and strong capital structure with a focus on equity so as to provide returns to shareholders, benefits to other stakeholders, creditors and to sustain future development and growth of the business. In order to maintain the capital structure, the Company monitors the return on capital as well as debt to total equity ratio. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. For the purpose of debt to total equity, debt includes its long-term and short-term borrowings. Total equity comprises of issued share capital and all other equity reserves.

### Gearing ratio:

| Particulars              | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--------------------------|-------------------------|-------------------------|
| Total debt               | -                       | -                       |
| Total equity             | 78,352.62               | 65,332.11               |
| <b>Debt equity ratio</b> | <b>-</b>                | <b>-</b>                |

The Company's cash, bank and deposit balances as at March 31, 2025 is ₹8,898.36 (March 31, 2024: ₹6,455.12) and debt outstanding is ₹Nil (March 31, 2024: ₹Nil).

## 33. FINANCIAL INSTRUMENTS

### A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

| Particulars  | Note   | March 31, 2025   |                  | March 31, 2024   |                  | Fair value level |
|--|--------|------------------|------------------|------------------|------------------|------------------|
|  |        | Amortised cost   | Fair value       | Amortised cost   | Fair value       |                  |
| <b>Financial assets</b>                                  |        |                  |                  |                  |                  |                  |
| Investments (other than in subsidiary companies and LLP) |        |                  |                  |                  |                  |                  |
| - in mutual funds - FVTPL                                | 6 (a)  | -                | 18,308.88        | -                | 10,912.98        | Level 1          |
| - in equity instruments - FVOCI                          | 6 (a)  | -                | 4.00             | -                | 4.00             | Level 3          |
| Trade receivables  | 6 (b)  | 1,246.08         | -                | 1,283.95         | -                |                  |
| Loans  | 6 (c)  | 2,126.00         | -                | 1,286.00         | -                |                  |
| Cash and cash equivalents                                | 6 (d)  | 996.75           | -                | 1,556.38         | -                |                  |
| Other bank balances                                      | 6 (e)  | 3,123.00         | -                | 4,644.91         | -                |                  |
| Other financial assets                                   | 6 (f)  | 6,317.62         | -                | 1,277.96         | -                |                  |
| <b>Total financial assets</b>                            |        | <b>13,809.45</b> | <b>18,312.88</b> | <b>10,049.20</b> | <b>10,916.98</b> |                  |
| <b>Financial liabilities</b>                             |        |                  |                  |                  |                  |                  |
| Lease liabilities  | 4(c)   | 29,198.59        | -                | 25,019.13        | -                |                  |
| Trade payables   | 11 (a) | 3,038.45         | -                | 3,060.96         | -                |                  |
| Other financial liabilities                              | 11 (b) | 8,985.97         | -                | 1,057.20         | -                |                  |
| <b>Total financial liabilities</b>                       |        | <b>41,223.01</b> | <b>-</b>         | <b>29,137.29</b> | <b>-</b>         |                  |

The fair value of trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, trade payables, lease liabilities and other financial liabilities approximate their carrying amount largely due to short-term nature of these instruments. Investments in mutual funds, which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

Investment in subsidiaries have been accounted at historical cost. Since, these are scoped out of Ind AS 109 for the purpose of measurement, the same are not disclosed in the table above.

## B. Measurement of fair values

### i. Valuation techniques and significant unobservable inputs

Investment in equity instruments: The fair value of investment in equity instruments approximate to its carrying value. Hence, no fair value gain/(loss) accounted in OCI.

| Name of financial asset              | Valuation technique  | Significant unobservable inputs                         |
|--------------------------------------|--|---|
| Investment in unquoted equity shares | Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow to the Company arising from the investments in financial assets. | Long term growth rate, discount rate, revenue multiple. |

### ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in the current year and no transfers in either direction in previous year.

### iii. Level 3 fair values

| Particulars                                    | FVOCI equity securities |                |
|--|-------------------------|----------------|
|  | March 31, 2025          | March 31, 2024 |
| <b>Balance as at the beginning of the year</b> | <b>4.00</b>             | <b>4.00</b>    |
| Investment made                                | -                       | -              |
| Net change in fair value (unrealised)          | -                       | -              |
| <b>Balance as at the end of the year</b>       | <b>4.00</b>             | <b>4.00</b>    |

## C. Financial risk management

The Company activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

| Risk        | Exposure arising from  | Measurement  | Management   |
|-------------|--|--|--|
| Credit risk | Trade receivables, security deposits, bank deposits and loans. | Ageing analysis, Credit score of customers/entities. | Monitoring the credit limits of customers and obtaining security deposits. |

The Company's risk management is carried out by the Senior Management under policies approved by the Board of Directors. The Board of Directors provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

### i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans.

The Company has no significant concentration of credit risk with any counterparty.

### Trade receivables and loans:

Customer credit risk is managed by the respective department subject to Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits as defined by the Company. Outstanding customer receivables are regularly monitored. All the trade receivables are non interest bearing.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Expected credit loss (ECL) assessment for individual customers:

As per simplified approach, the Company makes provision of expected credit losses on trade receivable using a provision matrix to mitigate the risk of default payment and make appropriate provision at each reporting date.

| Trade receivables        | As at March 31, 2025 |                 |               |                 | As at March 31, 2024 |                 |               |                 | Credit impaired? |
|--------------------------|----------------------|-----------------|---------------|-----------------|----------------------|-----------------|---------------|-----------------|------------------|
|                          | ECL Rate             | Gross amount    | ECL amount    | Net amount      | ECL Rate             | Gross amount    | ECL amount    | Net amount      |                  |
| below 90 days past due   | 1.38%                | 1,154.80        | 15.90         | 1,138.90        | 0.63%                | 607.64          | 3.84          | 603.80          | No               |
| 91 to 180 days past due  | 8.44%                | 34.12           | 2.88          | 31.24           | 1.93%                | 269.93          | 5.22          | 264.71          | No               |
| 181 to 270 days past due | 17.47%               | 54.08           | 9.45          | 44.63           | 3.97%                | 299.14          | 11.89         | 287.25          | No               |
| 271 to 360 days past due | 38.68%               | 21.59           | 8.35          | 13.24           | 7.99%                | 87.48           | 6.99          | 80.49           | No               |
| 361 to 450 days past due | 57.66%               | 12.54           | 7.23          | 5.31            | 13.49%               | 26.99           | 3.64          | 23.35           | No               |
| 451 to 540 days past due | 38.64%               | 19.41           | 7.50          | 11.91           | 16.07%               | 6.10            | 0.98          | 5.12            | No               |
| 541 to 630 days past due | 85.71%               | 2.45            | 2.10          | 0.35            | 20.75%               | 16.82           | 3.49          | 13.33           | No               |
| 631 to 720 days past due | 95.66%               | 11.53           | 11.03         | 0.50            | 25.13%               | 7.88            | 1.98          | 5.90            | No               |
| above 720 days past due  | 100.00%              | 137.11          | 137.11        | -               | 100.00%              | 163.52          | 163.52        | -               | Yes              |
| <b>Total</b>             |                      | <b>1,447.63</b> | <b>201.55</b> | <b>1,246.08</b> |                      | <b>1,485.50</b> | <b>201.55</b> | <b>1,283.95</b> |                  |

The ageing analysis of the receivables has been considered from the date the invoice falls due.

| Particulars    | <180 days | >180 days | Provision | Total    |
|----------------|-----------|-----------|-----------|----------|
| March 31, 2025 | 1,188.92  | 258.71    | (201.55)  | 1,246.08 |
| March 31, 2024 | 902.60    | 582.90    | (201.55)  | 1,283.95 |

Management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

## The movement in the allowance for impairment in respect of trade receivables is as follows:

| Particulars   | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Balance at the beginning of the year                            | 201.55         | 171.55         |
| <b>Add:</b> Allowance measured at lifetime expected credit loss | -              | 30.00          |
| <b>Less:</b> Amounts written off                                | -              | -              |
| <b>Balance at the end of the year</b>                           | <b>201.55</b>  | <b>201.55</b>  |

The Company has an exposure of ₹2,126.00 as at March 31, 2025 (March 31, 2024: ₹1,286.00) for loans given to subsidiaries. Such loans are classified as financial asset measured at amortised cost. The Company did not have any amounts that were past due but not impaired at March 31, 2025 or March 31, 2024. The Company has no collateral in respect of these loans.

Credit risk on cash and cash equivalents, deposits with banks is generally low as the said deposits have been made with the banks who have been assigned high credit rating by credit rating agencies. Investments of surplus funds are made only with approved financial institutions. Investments primarily include investments in subsidiaries and mutual funds.

# Notes to the Standalone Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The finance team monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash outflows on trade payables and other financial liabilities and any excess/short liquidity is managed in the form of bank deposits and investment in mutual funds as per the approved frame work.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

| March 31, 2025              | Carrying amount  | Total            | Contractual cash flows |                 |                 |                  |                   |
|-----------------------------|------------------|------------------|------------------------|-----------------|-----------------|------------------|-------------------|
|                             |                  |                  | 6 months or less       | 6-12 months     | 1-2 years       | 2-5 years        | More than 5 years |
| Lease liabilities           | 29,198.59        | 46,838.09        | 2,213.75               | 2,135.57        | 3,707.94        | 11,588.32        | 27,192.51         |
| Trade payables              | 3,038.45         | 3,038.45         | 3,038.45               | -               | -               | -                | 18.57             |
| Capital creditors           | 8,137.54         | 8,137.54         | 8,137.54               | -               | -               | -                | -                 |
| Other financial liabilities | 848.43           | 848.43           | 848.43                 | -               | -               | -                | -                 |
|                             | <b>41,223.01</b> | <b>58,862.51</b> | <b>14,238.17</b>       | <b>2,135.57</b> | <b>3,707.94</b> | <b>11,588.32</b> | <b>27,211.08</b>  |

| March 31, 2024              | Carrying amount  | Total            | Contractual cash flows |                 |                 |                 |                   |
|-----------------------------|------------------|------------------|------------------------|-----------------|-----------------|-----------------|-------------------|
|                             |                  |                  | 6 months or less       | 6-12 months     | 1-2 years       | 2-5 years       | More than 5 years |
| Lease liabilities           | 25,019.13        | 40,167.47        | 1,885.05               | 1,927.24        | 3,733.60        | 9,285.31        | 23,336.26         |
| Trade payables              | 3,060.96         | 3,060.96         | 3,060.96               | -               | -               | -               | -                 |
| Capital creditors           | 305.07           | 305.07           | 305.07                 | -               | -               | -               | -                 |
| Other financial liabilities | 752.13           | 752.13           | 752.13                 | -               | -               | -               | -                 |
|                             | <b>29,137.29</b> | <b>44,285.63</b> | <b>6,003.21</b>        | <b>1,927.24</b> | <b>3,733.60</b> | <b>9,285.31</b> | <b>23,336.26</b>  |

Except for these financial liabilities, it is not expected that cash flows included in the maturity analysis could occur significantly.

### iii. Market risk

Market risk is the risk that results from changes in market prices - such as foreign exchange rates, interest rates and others - will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 34. ADDITIONAL REGULATORY INFORMATION PURSUANT TO THE REQUIREMENT IN DIVISION II OF SCHEDULE III TO THE COMPANIES ACT 2013

- i. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii. The Company does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- iii. The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- iv. The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- v. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii. The Company has not entered into any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

viii. The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.

ix. The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

**35.** The Company received a letter dated July 5, 2021, March 14, 2022 and September 16, 2022 under Section 37 of the Foreign Exchange Management Act, 1999 read with Section 133(6) of the Income Tax Act, 1961 from the Directorate of Enforcement, Government of India ("ED") requesting certain information for the purpose of their investigation. The Company responded to the ED letter by letter dated August 5, 2021, March 31, 2022 and September 29, 2022 by providing the information requested for. The letter only sought certain information, which has been complied with, and it is not a show cause notice or demand letter at this stage, and there is no impact to the financial statements.

## 36. SOCIAL SECURITY CODE

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

## 37. SCHEME OF AMALGAMATION

The Board of Directors of the Company at their meeting held on 26 June 2024, have considered and approved the proposed Scheme of Amalgamation ("Scheme") wherein Medinova Diagnostic Services Limited (Subsidiary Company) would merge into the Company with effect from 01 April 2024 ('the Appointed Date') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and other rules and regulations framed thereunder ("Scheme"). The Company has received letter with "no adverse observations" from the BSE Limited, National Stock Exchange of India Limited and SEBI on December 05, 2024, and further vide National Company Law Tribunal ("NCLT"), Hyderabad, order dated March 5, 2025 ("Order"), the company has obtained the approval of the shareholders and the Unsecured Creditors vide resolutions passed at the their meetings held on April 25, 2025, respectively.

# Notes to the Standalone Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

The scheme is subject to the approval of the NCLT, and such other approvals, permissions, and sanctions of regulatory and other authorities as may be necessary.

## 38. SUBSEQUENT EVENTS

Subsequent to March 31, 2025, the Board of Directors of the Company at its meeting held on May 12, 2025 has recommended a final dividend of ₹2/- per equity share (amounting to ₹2,052.74) which is subject to approval at the ensuing Annual General Meeting of the Company and hence was not recognised as a liability.

### For B S R and Co

Chartered Accountants

ICAI Firm registration number: 128510W

For and on behalf of the Board of Directors of

**Vijaya Diagnostic Centre Limited**

CIN: L85195TG2002PLC039075

### Balkishan Kabra

Partner

Membership Number: 221202

### Dr. S. Surendranath Reddy

Executive Chairman

DIN: 00108599

### S. Suprita Reddy

Managing Director

DIN: 00263618

### Hansraj Singh Rajput

Company Secretary

Membership No: F11438

### K. Sunil Chandra

Executive Director

DIN: 01409332

### Ramachandra Reddy S

Chief Financial Officer

**Place:** Hyderabad

**Date:** May 12, 2025

**Place:** Hyderabad

**Date:** May 12, 2025

# Independent Auditor's Report

To the Members of Vijaya Diagnostic Centre Limited

Report on the Audit of the Consolidated Financial Statements

## OPINION

We have audited the consolidated financial statements of Vijaya Diagnostic Centre Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

## REVENUE RECOGNITION

Refer note 3 A of the summary of material accounting policies and note 14 to consolidated financial statements

| The key audit matter  | How the matter was addressed in our audit   |
|---|---|
| Revenue from diagnostics services is recognised at a point in time when the tests are conducted, and samples are processed.   | In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient and appropriate audit evidence:   |
| The Group generates revenue through large number of diagnostic centers with high volume of sales that are made primarily on cash and carry basis which increases the risk of revenue being recognized inappropriately and highlights the criticality of sound internal processes of summarizing and recording sales revenue to mitigate error and fraud risk. | 1. Obtained an understanding of the systems, processes and controls implemented by the Holding Company. We evaluated the design, implementation and the operating effectiveness of key internal financial controls with respect to revenue recognition including those related to the reconciliation of sales to cash/credit card receipts. |
| In view of the above, we identified revenue recognition as a key audit matter.  | 2. Tested the reconciliation of revenue generated through cash/credit card and the amount deposited into the bank statements.   |

## BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate/consolidated financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## REVENUE RECOGNITION (Contd.)

| The key audit matter | How the matter was addressed in our audit  |
|----------------------|--|
|                      | <ol style="list-style-type: none"> <li>Performed substantive testing on samples selected using statistical sampling of revenue transactions recorded during the year by testing the underlying documents to assess whether criteria for revenue recognitions are met. Further, we have verified the accuracy of the sales price by comparing the rates with the approved price list and discount policy.</li> <li>Tested the periodic reconciliation of revenue as per the billing system to the revenue recorded as per the accounting records. Further, we tested the reconciliation of revenue recognised with statutory filings (Goods and Services Tax returns).</li> <li>Tested sample journal entries affecting revenue recognised during the year selected based on specified risk-based criteria, to identify unusual items.</li> <li>Carried out analytical procedures on revenue recognised during the year to identify unusual variances.</li> <li>Assessed the adequacy of disclosures in respect of revenue in the consolidated financial statements.</li> </ol> |

## IMPAIRMENT ASSESSMENT OF GOODWILL AND BRAND WITH INDEFINITE USEFUL LIFE

Refer Note 3F of the summary of the material accounting policies and note 5 to consolidated financial statements

| The key audit matter   | How the matter was addressed in our audit   |
|--|---|
| <p>The Group has goodwill and intangible assets with indefinite life ('Brand') aggregating to ₹11,920.49 Lakhs and ₹1,395.26 Lakhs respectively as at 31 March 2025.</p> <p>In accordance with the requirements of Ind AS-36 "Impairment of Assets", the management of the holding company performs an annual assessment of goodwill, brand and the corresponding cash generating unit to which goodwill and brand has been allocated, to test whether the recoverable value is below carrying amount as on 31 March 2025.</p> <p>The determination of recoverable amounts of the CGU which is based on the value in use model, has been derived from discounted forecast cash flow mode (DCF). In determining the recoverable value of CGU, the Group has considered key management assumptions and estimates such as discount rate, terminal growth rate and future revenue and cash flow projections as well as their judgement with respect to the subsidiaries future performance.</p> <p>We identified the impairment assessment of goodwill, brand and resultant provisions, if any, as a key audit matter considering the materiality of the amount in the context of the consolidated financial statements, significant degree of judgements and uncertainty involved in the estimates and key assumptions used as above.</p> | <p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient and appropriate audit evidence:</p> <ol style="list-style-type: none"> <li>Obtained an understanding of the process followed by the Group in respect of the annual impairment analysis for goodwill and brand.</li> <li>Evaluated the design, implementation and testing the operating effectiveness of key internal controls related to the Group's process relating to review of the annual impairment assessment analysis, including controls over determination of key assumptions.</li> <li>Assessed the valuation methodology applied in determining the recoverable values including reasonableness of forecasted revenue, corresponding costs and margins for the future years, assumptions such as discount rate and terminal growth rate based on our knowledge of the underlying business.</li> <li>Involved internal valuation specialist to assist us in evaluating the impairment model used and assumptions including growth rate, discount rate and terminal growth rate applied by the Group by comparing it to a range of rates that were independently developed using publicly available data for comparable entities and knowledge of the Group.</li> </ol> |

IMPAIRMENT ASSESSMENT OF INVESTMENT IN SUBSIDIARIES (Contd.)

| The key audit matter | How the matter was addressed in our audit   |
|----------------------|---|
|                      | 5. Performed a sensitivity analysis to evaluate the impact of change in key assumptions to the recoverable value. |
|                      | 6. Assessed the adequacy of the disclosures in the consolidated financial statements.                             |

OTHER INFORMATION

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's reports thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

MANAGEMENT'S AND BOARD OF DIRECTORS/DESIGNATED PARTNERS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies/ Designated Partners of the Limited Liability Partnership (LLPs) included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions

of the Act for safeguarding the assets of each company/ LLP and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies/ Designated Partners of the LLPs included in the Group are responsible for assessing the ability of each company/LLP to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/ Designated Partners either intends to liquidate the Company/LLP or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies/ Designated Partners of the LLPs included in the Group are responsible for overseeing the financial reporting process of each company/LLP.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we

are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## OTHER MATTERS

- a. We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹8,176.49 Lakhs as at 31 March 2025, total revenues (before consolidation adjustments) of ₹5,569.28 Lakhs and net cash flows (before consolidation adjustments) amounting to ₹(385.03) Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified

in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate/ consolidated financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors (a) except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and (b) that in the absence of sufficient and appropriate information for the accounting software used by the Holding Company for maintaining the books of account relating to payroll records from 01 January 2025 till 31 March 2025, we are unable to comment whether that the back-up of the said software which form part of the books of account and other relevant books and papers in electronic mode has been kept on servers physically located in India on a daily basis for the said period.
  - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate/ consolidated financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:
  - a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 22 to the consolidated financial statements.
  - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
  - c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2025.

- d. (i) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 34 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 34 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous years, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- As stated in Note 38 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination which included test checks and such procedure performed by the respective auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies have used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
- In respective of Holding Company and its subsidiary companies:
- The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account relating to general ledger and customer billing.
  - In the absence of sufficient and appropriate reporting on compliance with the audit trail requirements in the independent auditor's report of a service organisation from 1 April 2024 to 31 December 2024 and in the absence of an independent auditor's report for the said service organisation from 1 January

2025 to 31 March 2025, we are unable to comment whether audit trail feature of the accounting software which is operated by a third party software service provider for maintaining its books of account relating to payroll process, was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for respective accounting softwares, we did not come across any instance of audit trail feature being tampered with.

- Additionally, the audit trail in respect of the previous year has been preserved by the Holding Company and its subsidiary companies as per the statutory requirements for record retention except for the instances mentioned below:
  - in case of the accounting softwares used for maintaining general ledger, the audit trail is not preserved for the database level.

- in case of an accounting software used for maintaining payroll records, we are unable to comment whether the audit trail has been preserved by the Holding Company and its subsidiary companies.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R and Co**

Chartered Accountants  
Firm's Registration No.:128510W

**Balkishan Kabra**

Partner  
Membership No.: 221202  
ICAI UDIN:25221202BMOCGF8345

**Place:** Hyderabad  
**Date:** 12 May 2025

# Annexure A

To the Independent Auditor's Report on the Consolidated Financial Statements of Vijaya Diagnostic Centre Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (xxi) In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, has unfavourable remarks, qualification or adverse remarks given by its auditor in his report under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities                 | CIN                   | Holding Company/ Subsidiary | Clause number of the CARO report which is unfavourable or qualified or adverse |
|---------|--------------------------------------|-----------------------|-----------------------------|--|
| 1       | Medinova Diagnostic Services Limited | L85110TG1993PLC015481 | Subsidiary                  | vii (b)  |

**For B S R and Co**  
Chartered Accountants  
Firm's Registration No.:128510W

**Balkishan Kabra**  
Partner  
Membership No.: 221202  
ICAI UDIN:25221202BMOCGF8345

**Place:** Hyderabad  
**Date:** 12 May 2025

# Annexure B

To the Independent Auditor's Report on the consolidated financial statements of Vijaya Diagnostic Centre Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

## OPINION

In conjunction with our audit of the consolidated financial statements of Vijaya Diagnostic Centre Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

## MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to financial

statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

## MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OTHER MATTERS**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

**Place:** Hyderabad  
**Date:** 12 May 2025

**For B S R and Co**  
Chartered Accountants  
Firm's Registration No.: 128510W

**Balkishan Kabra**  
Partner  
Membership No.: 221202  
ICAI UDIN: 25221202BMOCGF8345

# Consolidated Balance Sheet

As at March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

| Particulars  | Notes  | As at March 31, 2025 | As at March 31, 2024 |
|--|--------|----------------------|----------------------|
| <b>ASSETS</b>  |        |                      |                      |
| <b>I Non-current assets</b>  |        |                      |                      |
| (a) Property, plant and equipment  | 4 (a)  | 44,686.96            | 37,862.14            |
| (b) Capital work-in-progress   | 4 (b)  | 7,026.02             | 820.63               |
| (c) Right-of-use assets  | 4 (c)  | 27,684.00            | 22,354.94            |
| (d) Goodwill   | 5      | 11,920.49            | 11,920.49            |
| (e) Other intangible assets  | 5      | 2,189.11             | 2,069.70             |
| (f) Intangible assets under development  | 5      | -                    | 48.67                |
| (g) Financial assets   |        |                      |                      |
| (i) Investments  | 6 (a)  | 4.00                 | 4.00                 |
| (ii) Other financial assets  | 6 (e)  | 1,649.33             | 1,129.95             |
| (h) Deferred tax assets, (net)   | 7      | -                    | 291.85               |
| (i) Other tax assets, (net)  | 21 (d) | 119.50               | 21.38                |
| (j) Other non-current assets   | 9      | 1,361.60             | 618.73               |
| <b>Total non-current assets</b>  |        | <b>96,641.01</b>     | <b>77,142.48</b>     |
| <b>II Current assets</b>   |        |                      |                      |
| (a) Inventories  | 8      | 493.27               | 518.27               |
| (b) Financial assets   |        |                      |                      |
| (i) Investments  | 6 (a)  | 18,460.13            | 10,912.98            |
| (ii) Trade receivables   | 6 (b)  | 1,475.87             | 1,623.97             |
| (iii) Cash and cash equivalents  | 6 (c)  | 1,280.11             | 2,224.77             |
| (iv) Bank balances other than (iii) above  | 6 (d)  | 3,607.77             | 5,082.99             |
| (v) Other financial assets   | 6 (e)  | 4,778.61             | 312.42               |
| (c) Other current assets   | 9      | 624.87               | 457.39               |
| <b>Total current assets</b>  |        | <b>30,720.63</b>     | <b>21,132.79</b>     |
| <b>TOTAL ASSETS (I + II)</b>   |        | <b>1,27,361.64</b>   | <b>98,275.27</b>     |
| <b>EQUITY AND LIABILITIES</b>  |        |                      |                      |
| <b>I Equity</b>  |        |                      |                      |
| (a) Equity share capital   | 10 (a) | 1,026.37             | 1,023.46             |
| (b) Other equity   | 10 (b) | 78,545.03            | 64,695.88            |
| <b>Equity attributable to owners of the Company</b>                                      |        | <b>79,571.40</b>     | <b>65,719.34</b>     |
| Non-controlling interest   |        | 342.85               | 271.78               |
| <b>Total equity</b>  |        | <b>79,914.25</b>     | <b>65,991.12</b>     |
| <b>Liabilities</b>   |        |                      |                      |
| <b>II Non-current liabilities</b>  |        |                      |                      |
| (a) Financial liabilities  |        |                      |                      |
| (i) Lease liabilities  | 4 (c)  | 29,641.43            | 23,905.21            |
| (b) Provisions   | 12     | 986.84               | 1,058.18             |
| (c) Deferred tax liabilities, (net)  | 7      | 527.58               | -                    |
| (d) Other non-current liabilities  | 13     | 30.14                | 34.17                |
| <b>Total non-current liabilities</b>   |        | <b>31,185.99</b>     | <b>24,997.56</b>     |
| <b>III Current liabilities</b>   |        |                      |                      |
| (a) Financial liabilities  |        |                      |                      |
| (i) Lease liabilities  | 4 (c)  | 2,316.24             | 2,013.02             |
| (ii) Trade payables  | 11 (a) |                      |                      |
| - Total outstanding dues of micro enterprises and small enterprises; and                 |        | 109.27               | 60.45                |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises |        | 3,204.12             | 3,234.52             |
| (iii) Other financial liabilities  | 11 (b) | 9,245.46             | 1,139.85             |
| (b) Other current liabilities  | 13     | 442.75               | 402.43               |
| (c) Provisions   | 12     | 598.47               | 315.62               |
| (d) Current tax liabilities, (net)   | 21 (d) | 345.09               | 120.70               |
| <b>Total current liabilities</b>   |        | <b>16,261.40</b>     | <b>7,286.59</b>      |
| <b>Total liabilities (II + III)</b>  |        | <b>47,447.39</b>     | <b>32,284.15</b>     |
| <b>TOTAL EQUITY AND LIABILITIES (I + II + III)</b>                                       |        | <b>1,27,361.64</b>   | <b>98,275.27</b>     |

Corporate information 1  
Basis of preparation and measurement and Summary of material accounting policies 2 & 3  
The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached

**For B S R and Co**  
Chartered Accountants  
ICAI Firm registration number: 128510W

**Balkishan Kabra**  
Partner  
Membership Number: 221202

**Hansraj Singh Rajput**  
Company Secretary  
Membership No: F11438

**Dr. S. Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**K. Sunil Chandra**  
Executive Director  
DIN: 01409332

**S. Suprita Reddy**  
Managing Director  
DIN: 00263618

**Ramachandra Reddy S**  
Chief Financial Officer

**Place:** Hyderabad  
**Date:** May 12, 2025

**Place:** Hyderabad  
**Date:** May 12, 2025

# Consolidated Statement of Profit and Loss

for the period ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

| Particulars   | Notes     | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|-----------|--------------------------------------|--------------------------------------|
| <b>I Income</b>   |           |                                      |                                      |
| (a) Revenue from operations   | 14        | 68,139.01                            | 54,780.53                            |
| (b) Other income  | 15        | 1,831.95                             | 2,081.80                             |
| <b>Total income</b>   |           | <b>69,970.96</b>                     | <b>56,862.33</b>                     |
| <b>II Expenses</b>  |           |                                      |                                      |
| (a) Cost of materials consumed  | 16        | 8,476.35                             | 6,543.84                             |
| (b) Employee benefits expense   | 17        | 11,215.28                            | 9,021.86                             |
| (c) Finance costs   | 19        | 2,674.43                             | 2,398.98                             |
| (d) Depreciation and amortisation expense   | 18        | 7,059.74                             | 5,699.62                             |
| (e) Other expenses  | 20        | 21,125.79                            | 17,124.94                            |
| <b>Total expenses</b>   |           | <b>50,551.59</b>                     | <b>40,789.24</b>                     |
| <b>III Profit before exceptional items and tax [I - II]</b>                       |           | <b>19,419.37</b>                     | <b>16,073.09</b>                     |
| <b>IV Exceptional items</b>   | <b>20</b> | <b>102.96</b>                        | <b>205.00</b>                        |
| <b>V Profit Before Tax (PBT) [III - IV]</b>                                       |           | <b>19,316.41</b>                     | <b>15,868.09</b>                     |
| <b>VI Tax expense</b>   | <b>21</b> |                                      |                                      |
| (a) Current tax   |           | 4,117.77                             | 3,319.95                             |
| (b) Deferred tax  |           | 819.29                               | 584.43                               |
| <b>Tax expenses</b>   |           | <b>4,937.06</b>                      | <b>3,904.38</b>                      |
| <b>VII Profit for the year [V-VI]</b>   |           | <b>14,379.35</b>                     | <b>11,963.71</b>                     |
| <b>VIII Other comprehensive income</b>  |           |                                      |                                      |
| <b>Items that will not be reclassified to profit or loss</b>                      |           |                                      |                                      |
| (i) Remeasurement of defined benefit liability/(asset)                            |           | 0.53                                 | (14.99)                              |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | 21        | (0.14)                               | 3.77                                 |
| <b>Other comprehensive income for the year, net of tax</b>                        |           | <b>0.39</b>                          | <b>(11.22)</b>                       |
| <b>IX Total comprehensive income for the year [VII+VIII]</b>                      |           | <b>14,379.74</b>                     | <b>11,952.49</b>                     |
| <b>Profit for the year attributable to:</b>                                       |           |                                      |                                      |
| Owners of the Company   |           | 14,307.53                            | 11,882.53                            |
| Non controlling interests   |           | 71.82                                | 81.18                                |
| <b>Other comprehensive income for the year attributable to:</b>                   |           |                                      |                                      |
| Owners of the Company   |           | 1.14                                 | (11.68)                              |
| Non controlling interests   |           | (0.75)                               | 0.46                                 |
| <b>Total comprehensive income for the year attributable to:</b>                   |           |                                      |                                      |
| Owners of the Company   |           | 14,308.67                            | 11,870.85                            |
| Non controlling interests   |           | 71.07                                | 81.64                                |
| <b>Earnings per equity share (face value of ₹1 each fully paid up)</b>            | <b>23</b> |                                      |                                      |
| - Basic (in ₹)  |           | 13.95                                | 11.62                                |
| - Diluted (in ₹)  |           | 13.92                                | 11.59                                |

Corporate information 1  
Basis of preparation and measurement and Summary of material accounting policies. 2 & 3

The notes referred to above form an integral part of the consolidated financial statements.

**For B S R and Co**  
Chartered Accountants  
ICAI Firm registration number: 128510W

For and on behalf of the Board of Directors of  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075

**Balkishan Kabra**  
Partner  
Membership Number: 221202

**Dr. S. Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**S. Suprita Reddy**  
Managing Director  
DIN: 00263618

**Hansraj Singh Rajput**  
Company Secretary  
Membership No: F11438

**K. Sunil Chandra**  
Executive Director  
DIN: 01409332

**Ramachandra Reddy S**  
Chief Financial Officer

**Place:** Hyderabad  
**Date:** May 12, 2025

**Place:** Hyderabad  
**Date:** May 12, 2025

# Consolidated Statement of Cash Flows

for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

| Particulars   | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| <b>A. Cash flow from operating activities</b>   |                                      |                                      |
| <b>Profit before tax</b>  | <b>19,316.41</b>                     | <b>15,868.09</b>                     |
| Adjustments for:  |                                      |                                      |
| Depreciation and amortisation expense   | 7,059.74                             | 5,699.62                             |
| Net gain on sale/ retirement of property, plant and equipment   | (13.06)                              | (195.15)                             |
| Interest income under the effective interest method   | (576.28)                             | (597.31)                             |
| Profit on sale of mutual fund investments (net)   | (775.70)                             | (1,566.26)                           |
| Loss allowance for trade receivables  | -                                    | 48.00                                |
| Fair value gain on investments measured at FVTPL  | (410.94)                             | 318.70                               |
| Liabilities no longer required, written back  | (32.59)                              | (5.53)                               |
| Equity-settled share-based payment transactions (ESOP)  | 159.20                               | 93.17                                |
| Finance costs   | 2,454.56                             | 2,196.24                             |
| <b>Operating profit before working capital changes</b>  | <b>27,181.34</b>                     | <b>21,859.57</b>                     |
| Working capital adjustments:  |                                      |                                      |
| Decrease/(Increase) in inventories  | 25.00                                | (230.42)                             |
| Decrease/(Increase) in trade receivables  | 148.10                               | (456.69)                             |
| Decrease in other financial assets  | 0.38                                 | 140.45                               |
| (Increase) in other assets  | (1,186.66)                           | (187.58)                             |
| Increase in trade payables  | (14.17)                              | 334.49                               |
| Increase in provisions and other liabilities  | 186.11                               | 111.09                               |
| Increase/(Decrease) in other financial liabilities  | 98.65                                | 149.29                               |
| <b>Cash from operating activities</b>   | <b>26,438.75</b>                     | <b>21,720.20</b>                     |
| Income tax paid, net  | (3,991.50)                           | (3,390.11)                           |
| <b>Net cash from operating activities</b>   | <b>22,447.25</b>                     | <b>18,330.09</b>                     |
| <b>B. Cash flows from investing activities</b>  |                                      |                                      |
| Acquisition of property, plant and equipment, capital work-in-progress (CWIP), other intangible assets and intangible assets under development (including capital advances and capital creditors) | (9,555.25)                           | (8,796.39)                           |
| Proceeds from sale of property, plant and equipment   | 293.86                               | 333.08                               |
| Acquisition of subsidiary (refer note 30)   | -                                    | (14,750.00)                          |
| Investment in liquid mutual funds/bonds, net  | (6,360.51)                           | 4,233.90                             |
| Deposits made having original maturity of more than 3 months  | (8,747.62)                           | (20,856.79)                          |
| Deposits redeemed having original maturity of more than 3 months  | 5,854.06                             | 24,869.74                            |
| Interest received   | 328.33                               | 735.73                               |
| <b>Net cash used in investing activities</b>  | <b>(18,187.13)</b>                   | <b>(14,230.73)</b>                   |
| <b>C. Cash flows from financing activities</b>  |                                      |                                      |
| Proceeds from the exercise of employee stock option   | 410.42                               | 305.05                               |
| Dividend paid   | (1,026.23)                           | (1,022.67)                           |
| Principal payment of lease liabilities  | (2,196.63)                           | (1,601.18)                           |
| Finance costs paid  | (2,392.34)                           | (2,136.15)                           |
| <b>Net cash used in financing activities</b>  | <b>(5,204.78)</b>                    | <b>(4,454.95)</b>                    |
| <b>Net increase in cash and cash equivalents (A + B + C)</b>  | <b>(944.66)</b>                      | <b>(355.59)</b>                      |
| Cash and cash equivalents at the beginning of the year  | 2,224.77                             | 2,417.69                             |
| Cash acquired on account of business combination (refer Note 30)  | -                                    | 162.67                               |
| <b>Cash and cash equivalents at end of the year</b>   | <b>1,280.11</b>                      | <b>2,224.77</b>                      |

# Consolidated Statement of Cash Flows (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

## Note:

(a) The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flows.

## (b) Cash and cash equivalents as per above comprise of the following:

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Cash on hand   | 108.80                  | 90.97                   |
| <b>Balances with banks</b>                                   |                         |                         |
| - in current accounts  | 581.87                  | 928.25                  |
| - unpaid dividend accounts                                   | 0.71                    | 0.71                    |
| - in deposit accounts having maturity less than three months | 588.73                  | 1,204.84                |
| <b>Total cash and cash equivalents (refer note 6(c))</b>     | <b>1,280.11</b>         | <b>2,224.77</b>         |

## (c) Reconciliation of movements of liabilities to cash flows arising from financing activities:

| Particulars   | For the year<br>ended<br>March 31, 2025 | For the year<br>ended<br>March 31, 2024 |
|---|---|---|
| <b>Movement in financial liabilities:</b>           |   |   |
| <b>Opening balance</b>                              |   |   |
| Lease liabilities                                   | 25,918.23                               | 24,755.90                               |
| <b>Movement</b>                                     |   |   |
| Interest and principal payment of lease liabilities | (4,588.97)                              | (3,737.33)                              |
| Finance costs                                       | 2,392.34                                | 2,136.15                                |
| <b>Other non-cash movements</b>                     |   |   |
| - Additions/disposals to lease liabilities (net)    | 8,236.07                                | 2,763.51                                |
| <b>Closing balance</b>                              |   |   |
| Lease liabilities                                   | 31,957.67                               | 25,918.23                               |

The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached.

## For B S R and Co

Chartered Accountants  
ICAI Firm registration number: 128510W

For and on behalf of the Board of Directors of  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075

**Balkishan Kabra**  
Partner  
Membership Number: 221202

**Dr. S. Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**S. Suprita Reddy**  
Managing Director  
DIN: 00263618

**Hansraj Singh Rajput**  
Company Secretary  
Membership No: F11438

**K. Sunil Chandra**  
Executive Director  
DIN: 01409332

**Ramachandra Reddy S**  
Chief Financial Officer

**Place:** Hyderabad  
**Date:** May 12, 2025

**Place:** Hyderabad  
**Date:** May 12, 2025

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

| Particulars   | Equity share capital |                    | Reserves and surplus         |                   |  | Total attributable to owners of the Company |               | Total attributable to Non-controlling interest |                  | Total |
|---|----------------------|--------------------|------------------------------|-------------------|--|---|---------------|--|------------------|-------|
|   | General reserve      | Securities premium | Share based payments reserve | Retained earnings |  |   |               |  |                  |       |
| <b>As at April 1, 2023</b>  | <b>1,020.71</b>      | <b>568.72</b>      | <b>192.44</b>                | <b>47,984.89</b>  |  | <b>54,472.94</b>                            | <b>190.14</b> |  | <b>54,663.08</b> |       |
| <b>Total comprehensive income for the year ended March 31, 2024</b> |                      |                    |                              |                   |  |   |               |  |                  |       |
| Profit for the year   | -                    | -                  | -                            | 11,882.53         |  | 11,882.53                                   | 81.18         |  | 11,963.71        |       |
| Other comprehensive income for the year                             | -                    | -                  | -                            | (11.68)           |  | (11.68)                                     | 0.46          |  | (11.22)          |       |
| <b>Total comprehensive income for the year</b>                      | <b>-</b>             | <b>-</b>           | <b>-</b>                     | <b>11,870.85</b>  |  | <b>11,870.85</b>                            | <b>81.64</b>  |  | <b>11,952.49</b> |       |
| On account of Share based payments (refer note 28)                  | -                    | -                  | 93.17                        | -                 |  | 93.17                                       | -             |  | 93.17            |       |
| Transfer on account of employee share options lapsed/forfeited      | -                    | 85.51              | (85.51)                      | -                 |  | -   | -             |  | -                |       |
| Transfer on account of employee share options exercised             | -                    | 79.05              | (79.05)                      | -                 |  | -   | -             |  | -                |       |
| Proceeds from issue of shares under ESOP plan                       | 2.75                 | -                  | 302.30                       | -                 |  | 305.05                                      | -             |  | 305.05           |       |
| Payment of dividend (refer note 10(b)(iv))                          | -                    | -                  | -                            | (1,022.67)        |  | (1,022.67)                                  | -             |  | (1,022.67)       |       |
| <b>As at March 31, 2024</b>   | <b>1,023.46</b>      | <b>733.28</b>      | <b>121.05</b>                | <b>58,833.07</b>  |  | <b>65,719.34</b>                            | <b>271.78</b> |  | <b>65,991.12</b> |       |
| <b>Total comprehensive income for the year ended March 31, 2025</b> |                      |                    |                              |                   |  |   |               |  |                  |       |
| Profit for the year   | -                    | -                  | -                            | 14,307.53         |  | 14,307.53                                   | 71.82         |  | 14,379.35        |       |
| Other comprehensive income for the year                             | -                    | -                  | -                            | 1.14              |  | 1.14  | (0.75)        |  | 0.39             |       |
| <b>Total comprehensive income for the year</b>                      | <b>-</b>             | <b>-</b>           | <b>-</b>                     | <b>14,308.67</b>  |  | <b>14,308.67</b>                            | <b>71.07</b>  |  | <b>14,379.74</b> |       |
| On account of Share based payments (refer note 28)                  | -                    | -                  | 159.20                       | -                 |  | 159.20                                      | -             |  | 159.20           |       |
| Transfer on account of employee share options lapsed/forfeited      | -                    | -                  | -                            | -                 |  | -   | -             |  | -                |       |
| Transfer on account of employee share options exercised             | -                    | 71.67              | (71.67)                      | -                 |  | -   | -             |  | -                |       |
| Proceeds from issue of shares under ESOP plan                       | 2.91                 | -                  | -                            | -                 |  | 410.42                                      | -             |  | 410.42           |       |
| Payment of dividend (refer note 10(b)(iv))                          | -                    | -                  | -                            | (1,026.23)        |  | (1,026.23)                                  | -             |  | (1,026.23)       |       |
| <b>As at March 31, 2025</b>   | <b>1,026.37</b>      | <b>804.95</b>      | <b>208.58</b>                | <b>72,115.51</b>  |  | <b>79,571.40</b>                            | <b>342.85</b> |  | <b>79,914.25</b> |       |

As per our report of even date attached.

**For B S R and Co**  
Chartered Accountants  
ICAI Firm registration number: 128510W

**Balkishan Kabra**  
Partner  
Membership Number: 221202

For and on behalf of the Board of Directors of  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075

**Dr. S. Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**S. Suprita Reddy**  
Managing Director  
DIN: 00263618

**Hansraj Singh Rajput**  
Company Secretary  
Membership No: F11438

**K. Sunil Chandra**  
Executive Director  
DIN: 01409332

**Ramachandra Reddy S**  
Chief Financial Officer

**Place:** Hyderabad  
**Date:** May 12, 2025

**Place:** Hyderabad  
**Date:** May 12, 2025

# Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

## 1. CORPORATE INFORMATION

Vijaya Diagnostic Centre Limited ('the Company' or 'the Parent Company') together with its subsidiaries ('collectively, 'the Group') 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 Company is domiciled and incorporated in India on June 05, 2002 and has its registered and corporate office at # 6-3-883/F, Ground Floor, Family Planning Association of India, Panjagutta, Hyderabad - 500 082, India.

The Company got listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

## 2. BASIS OF PREPARATION AND MEASUREMENT

### (i) Statement of compliance

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') as per Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013.

The consolidated financial statements were approved by the Board of Directors and authorised for issue on May 12, 2025.

### (ii) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts have been rounded to the nearest Lakhs, unless otherwise indicated.

### (iii) Basis of measurement

These consolidated financial statements have been prepared under the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date.

| Item Basis                               | Measurement   |
|--|---|
| Certain financial assets and liabilities | Fair Value or Amortised Cost  |
| Equity securities at FVOCI               | Fair Value  |
| Net defined benefit (asset)/ liability   | Fair value of plan assets less the present value of the defined benefit obligations (refer note 28) |
| Equity settled share based payments      | Fair Value  |

### (iv) Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3(L), 19 and 27 - lease term; whether the Group is reasonably certain to exercise extended options.

### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

- Note 3 (H) - Impairment testing for goodwill and brand generated on consolidation;
- Note 27 - measurement of defined benefit obligations: key actuarial assumptions;
- Notes 12 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 6 (b), 32 C (i) - impairment of financial assets;
- Note 4 and Note 5 - determining an asset's expected useful life and the expected residual value at the end of its life;
- Note 28 - Employee share based payments, equity settled.

### (v) Measurement of fair values

A number of the accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Significant valuation issues are reported to the Group's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

**Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 28: Share based payments.
- Note 31: Financial Instruments.

## (vi) Principles of consolidation

### a. Subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns.
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights;
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e. year ended on March 31, 2025.

### b. Consolidation procedures

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and property, plant and equipment and intangible assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

### c. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

### d. Loss of control

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary.
- Derecognises the carrying amount of any non-controlling interests.
- Derecognises the cumulative translation differences recorded in equity.
- Recognises the fair value of the consideration received.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

### e. Subsidiaries considered in the consolidated financial statements:

| Sr. No. | Name of the entity                                       | Relationship        | Country of incorporation | Ownership interest in %<br>March 31, 2025 | Ownership interest in %<br>March 31, 2024 |
|---------|--|---------------------|--------------------------|---|---|
| 1.      | Medinova Diagnostic Services Limited                     | Subsidiary          | India                    | 62.14%                                    | 62.14%                                    |
| 2.      | VDC Diagnostic (Karnataka) LLP                           | Subsidiary          | India                    | 100.00%                                   | 100.00%                                   |
| 3.      | Doctorslab Medical Services Private Limited <sup>#</sup> | Subsidiary          | India                    | 100.00%                                   | 100.00%                                   |
| 4.      | Medinova Millennium MRI Services LLP <sup>*</sup>        | Stepdown Subsidiary | India                    | 100.00%                                   | 100.00%                                   |
| 5.      | Namrata Diagnostic Centre Private Limited <sup>#</sup>   | Stepdown Subsidiary | India                    | 100.00%                                   | 100.00%                                   |
| 6.      | P H Diagnostic Centre Private Limited <sup>**</sup>      | Subsidiary          | India                    | 100.00%                                   | 100.00%                                   |

<sup>\*</sup> Subsidiary of Medinova Diagnostic Services Limited.

<sup>\*\*</sup> Subsidiary w.e.f December 21, 2023

<sup>#</sup>The wholly owned subsidiaries of the Group namely Doctorslab Medical Services Private Limited and Namrata Diagnostic Centre Private Limited, based on the application filed by the respective companies have been struck off by the Registrar of Companies (ROC) on April 06, 2024, since there were no operations in these companies. There is no impact on account of this in the financial statements.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

## (vii) Current and non-current classification:

The Group classifies an asset as current when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it expects to realise the asset within twelve months after the reporting period;
- it holds the asset primarily for the purpose of trading; or
- the asset is cash or cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as a current when

- it is expected to be settled in the Group's normal operating cycle;
- the liability is due to be settled within twelve months from the reporting period;
- it is held primarily for the purposes of being trading;
- it does not hold an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and realisation in cash or cash equivalents. The Group's normal operating cycle is twelve months.

## 3. MATERIAL ACCOUNTING POLICIES

### A. Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer.

#### i) Diagnostic services

Revenue from diagnostics services is amount billed net of indirect taxes, reversals and discounts/ concessions if any. No element of financing is deemed present as the sales are made primarily on cash and carry basis, however for institutional/organizational customers billing is done fortnightly/monthly based on the agreement, which is consistent with market practice.

Revenue is recognized at an amount that reflects the consideration to which the Company expects to

be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the service to the customer i.e., when the underlying tests are conducted, samples are processed for requisitioned diagnostic tests. Each service is generally a separate performance obligation and therefore revenue is recognised at a point in time when the tests are conducted, samples are processed. For multiple tests, the Group measures the revenue in respect of each performance obligation at its relative stand alone selling price and the transaction price is allocated accordingly. The price that is regularly charged for a test separately registered is considered to be the best evidence of its stand alone selling. Revenue contracts are on principal to principal basis and the Group is primarily responsible for fulfilling the performance obligation.

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfer services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs under the contract.

#### ii) Sale of Privilege cards

The Group operates a discount scheme where certain 'Privilege cards' are sold to the customers against which specified discounts are given on the future diagnostic services availed by the customer for a specified period. The Group recognises revenue from the sale of such cards over the period for which the card is valid. The difference in sale consideration received and revenue recognised is recognised as deferred revenue.

## B. Recognition of dividend income, interest income or expense and rental income

### Dividend income

Dividend are recognised in statement of profit and loss on the date on which the Group's right to receive payment is established.

### Interest income or expense

Interest income or expense is recognized using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments are receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

### C. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

#### i) Initial recognition and measurement

Trade receivables issued are initially recognised when they are originated. All other financial assets or financial liabilities are initially recognised when the Group becomes a party to the contractual provision of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

The average credit period from these services provided to customers is 0 to 60 days. No interest is charged on the trade receivables for the amount over due above the credit period. A trade receivable without a significant financing component is initially measured at the transaction price.

#### ii) Classification and subsequent measurement

##### Financial assets

All financial assets are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

On initial recognition, a financial asset is classified as measured at:

- Amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

##### Subsequent measurement

**Financial assets at FVTPL:** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

**Financial assets at amortised cost:** These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

**Equity investments at FVOCI:** These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

##### Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss.

### iii) Derecognition

#### Financial assets

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

### iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## D. Property, plant and equipment

### i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefit associated with the item will flow to the Group and the cost of the item can be measured reliably. Items of property, plant and equipment (including capital-work-in-progress)

are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at historical cost less any accumulated impairment losses.

Cost of an item of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the items to its working conditions for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

The cost of Property, plant and equipment as at April 01, 2016, the Group's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

### ii) Depreciation

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives. The Group charged depreciation on Property, Plant and Equipment (PPE) based on Written Down Value ("WDV") method upto 31 December 2022. With effect from 01 January 2023, the Group has changed its method of depreciation from WDV to Straight Line Method ("SLM") based upon the technical assessment of expected pattern of consumption of the future economic benefits embodied in the assets.

Depreciation is charged over the useful lives of the assets as estimated by the Management based on technical evaluation, which coincide with the useful life prescribed in Schedule II to the Act. Depreciation on additions and deletions are restricted to the period of use.

The estimated useful lives of items of property, plant and equipment are as follows:

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

| Asset category                          | Management estimate of useful life | Useful life as per Schedule II |
|---|------------------------------------|--------------------------------|
| Buildings                               | 60 years                           | 60 years                       |
| <b>Plant and equipment</b>              |                                    |                                |
| - Medical and diagnostic equipments     | 5 years - 13 years                 | 13 years                       |
| - Other equipments                      | 7 years - 15 years                 | 15 years                       |
| Electrical equipments                   | 10 years                           | 10 years                       |
| Furniture and fixtures                  | 5 years - 10 years                 | 10 years                       |
| Office equipments                       | 3 years - 5 years                  | 5 years                        |
| Computers                               |                                    |                                |
| - Servers and networks                  | 6 years                            | 6 years                        |
| - End user devices such as laptops, etc | 3 years - 5 years                  | 3 years                        |
| Vehicles                                | 8 years                            | 8 years                        |

In case of Building on leasehold land, the depreciation is charged based on useful life of the building or the lease period whichever is lower. In the case of lease hold building improvements, the depreciation is charged based on useful life of the improvements which is 10 years or lease period including expected renewal period which ever is lower.

Residual value is considered to be 5% on all the assets, as technically estimated by the management.

Assets costing below ₹5,000 are depreciated using depreciation rate at 100%.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

**iii)** Intangible assets acquired in a business combination are recognised separately from goodwill such as brand and non compete fees are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Significant estimates are required to be made in determining the value of these intangible assets as per Ind As 103. These valuations are conducted by independent valuation experts. Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the basis of intangible assets that are acquired separately.

## E. Intangible assets

### i) Recognition and measurement

Intangible assets that are acquired, are recognized at cost initially and carried at cost less accumulated amortization and accumulated impairment loss, if any. Subsequent expenditure is capitalised only when it

increases the future economic benefits embodied in the specific asset to which it relates.

### ii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the Straight Line Method (SLM) and is included in depreciation and amortisation expense in statement of profit and loss.

The estimated useful lives are as follows:

- Software - 5 years
- Non-compete fees - 5 years

Amortisation method, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

## F. Goodwill and Brand

Goodwill acquired in business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination.

The Group's Goodwill on consolidation and Brand are tested for impairment annually or more frequently if there are indications that goodwill might be impaired.

An impairment loss recognized for Goodwill and Brand is not reversed in subsequent periods.

Further information about the assumptions made in testing impairment is included in the following notes:

- Note 5 - Intangible assets under development, Other intangible assets and Goodwill.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

## G. Inventories

Inventories comprise of diagnostic kits, reagents, laboratory chemicals, consumables etc., these are measured at lower of cost and net realisable value. The cost of inventories is based on the first-in, first-out formula and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item-by-item basis.

## H. Impairment of assets

### i) Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12 months expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

### Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). 'Expected credit losses' are discounted at the effective interest rate of the financial statement.

### Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering asset in its entirety or a portion thereof. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

### ii) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amount of non-financial assets, other than inventories and deferred tax assets, to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

### I. Employee benefits

#### (i) Short-term employee benefits

Short term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### (ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Group's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity.

The Group makes specified monthly contributions towards Government administered provident fund scheme and Employees' State Insurance ('ESI') scheme.

Obligations for contributions to defined contribution plans are expensed as an employee benefits expense in statement of profit and loss in the period in which the related services are rendered by employees.

#### (iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior

periods, discounting that amount and deducting the fair value of any plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. They are included in retained earnings in the statement of changes in equity and in the balance sheet. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. The Group recognises gain and losses on settlement of a defined benefit plan when the settlement occurs.

#### (iv) Other long-term employee benefits - compensated absences

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. The Group's net obligation in respect of other long-term employee benefit of accumulating compensated absences is the amount of future benefit that employees have accumulated at the end of the year. That benefit is discounted to determine its present value. The obligation is measured annually by a qualified actuary using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

The obligations are presented as current liabilities in the balance sheet if the Group does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

#### (v) Share based payments

The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the options. The amount recognised as an expense is adjusted to reflect the number of options for which the related service and

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of options that meet the related service and non-market performance conditions at the vesting date. For share-based payment options with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

## J. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course.

### As a Lessor:

Leases for which the Group is a lessor are classified as a finance or operating lease. Whenever the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Rental income from operating leases are recognised on straight line basis over the term of relevant lease as part of other income.

### As a Lessee:

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate

the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

or loss if the carrying amount of the right-of-use asset has been reduced to zero.

### Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense in profit or loss on a straight-line basis over the lease term.

## K. Income-tax

Income-tax expenses comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

### (i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

Tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### (ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable

temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

## L. Provision, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

The Group records a provision for decommissioning costs. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

unwinding of the discount is expensed as incurred and recognized in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate.

## Contingencies:

Provision in respect of loss/contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

## Contingent liabilities and contingent assets:

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent asset is not recognised in consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date

## M. Earnings per share

### Basic Earnings per share

Basic Earnings Per Share ('EPS') is calculated by dividing the profit attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the year.

### Diluted Earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

## N. Exceptional items

The Group discloses certain financial information both including and excluding exceptional items. The presentation of information excluding exceptional items allows a better understanding of the underlying operating performance of the Company and provides consistency with the Company internal management reporting. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company.

## O. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities. The Group considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

## P. Cash and cash equivalents

Cash and cash equivalents in the balance sheet and cash flow statement consists of cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities less than three months which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

## Q. Dividend

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period.

## R. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

## S. Material accounting policy information

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 01, 2023. Although the amendments did not result in any

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

### **T. Recent pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

### 4. (a) PROPERTY, PLANT AND EQUIPMENT

| Particulars   | Freehold land   | Buildings     | Building on leasehold land | Leasehold improvements | Plant and equipment - Medical | Plant and equipment - others | Electrical equipment | Furniture and fixtures | Office equipment | Computers       | Vehicles      | Total            |
|---|-----------------|---------------|----------------------------|------------------------|-------------------------------|------------------------------|----------------------|------------------------|------------------|-----------------|---------------|------------------|
| <b>A. Gross value (at cost)</b>                               |                 |               |                            |                        |                               |                              |                      |                        |                  |                 |               |                  |
| <b>As at April 01, 2023</b>                                   | <b>4,619.08</b> | <b>861.71</b> | <b>1,416.77</b>            | <b>4,672.26</b>        | <b>27,166.96</b>              | <b>3,337.47</b>              | <b>2,114.26</b>      | <b>3,278.55</b>        | <b>461.17</b>    | <b>1,084.86</b> | <b>593.97</b> | <b>49,607.06</b> |
| Additions on account of business combinations (refer note 30) | -               | -             | -                          | -                      | 948.59                        | 30.18                        | 61.29                | 200.11                 | 16.71            | 11.83           | 0.79          | 1,269.50         |
| Additions   | -               | -             | -                          | 1,156.80               | 7,492.68                      | 300.55                       | 413.64               | 4,892.9                | 98.02            | 198.98          | 58.23         | 10,208.19        |
| Disposals   | -               | -             | -                          | -                      | (647.83)                      | (1.28)                       | -                    | -                      | -                | -               | (34.77)       | (683.88)         |
| <b>As at March 31, 2024</b>                                   | <b>4,619.08</b> | <b>861.71</b> | <b>1,416.77</b>            | <b>5,829.06</b>        | <b>34,960.40</b>              | <b>3,666.92</b>              | <b>2,589.19</b>      | <b>3,967.95</b>        | <b>575.90</b>    | <b>1,295.67</b> | <b>618.22</b> | <b>60,400.87</b> |
| Additions   | -               | -             | -                          | 1,967.33               | 7,081.31                      | 455.70                       | 562.37               | 3,953.8                | 152.60           | 218.18          | 52.37         | 10,885.24        |
| Disposals   | -               | -             | -                          | (6.62)                 | (474.02)                      | (17.57)                      | (2.80)               | (51.7)                 | (1.22)           | (2.89)          | (1.05)        | (511.34)         |
| <b>As at March 31, 2025</b>                                   | <b>4,619.08</b> | <b>861.71</b> | <b>1,416.77</b>            | <b>7,789.77</b>        | <b>41,567.69</b>              | <b>4,105.05</b>              | <b>3,148.76</b>      | <b>4,358.16</b>        | <b>727.28</b>    | <b>1,510.96</b> | <b>669.54</b> | <b>70,774.77</b> |
| <b>B. Accumulated depreciation</b>                            |                 |               |                            |                        |                               |                              |                      |                        |                  |                 |               |                  |
| <b>As at April 01, 2023</b>                                   | <b>-</b>        | <b>170.76</b> | <b>709.58</b>              | <b>2,190.12</b>        | <b>11,766.26</b>              | <b>1,926.26</b>              | <b>944.59</b>        | <b>1,352.31</b>        | <b>323.89</b>    | <b>690.57</b>   | <b>128.77</b> | <b>20,203.11</b> |
| Depreciation charge for the year                              | -               | 11.68         | 26.48                      | 356.37                 | 1,686.54                      | 121.75                       | 154.48               | 247.65                 | 59.32            | 155.80          | 61.50         | 2,881.57         |
| Disposals   | -               | -             | -                          | -                      | (517.65)                      | (1.28)                       | -                    | -                      | -                | -               | (27.02)       | (545.95)         |
| <b>As at March 31, 2024</b>                                   | <b>-</b>        | <b>182.44</b> | <b>736.06</b>              | <b>2,546.49</b>        | <b>12,935.15</b>              | <b>2,046.73</b>              | <b>1,099.07</b>      | <b>1,599.96</b>        | <b>383.21</b>    | <b>846.37</b>   | <b>163.25</b> | <b>22,538.73</b> |
| Depreciation charge for the year (refer note 18)              | -               | 11.68         | 26.48                      | 453.33                 | 2,244.33                      | 148.57                       | 207.39               | 322.38                 | 84.48            | 213.18          | 67.80         | 3,779.62         |
| Disposals   | -               | -             | -                          | (6.62)                 | (196.79)                      | (14.05)                      | (2.80)               | (5.17)                 | (1.22)           | (2.89)          | (1.00)        | (230.54)         |
| <b>As at March 31, 2025</b>                                   | <b>-</b>        | <b>194.12</b> | <b>762.54</b>              | <b>2,993.20</b>        | <b>14,982.69</b>              | <b>2,181.25</b>              | <b>1,303.66</b>      | <b>1,917.17</b>        | <b>466.47</b>    | <b>1,056.66</b> | <b>230.05</b> | <b>26,087.81</b> |
| <b>C. Net carrying value (A-B)</b>                            |                 |               |                            |                        |                               |                              |                      |                        |                  |                 |               |                  |
| <b>As at March 31, 2025</b>                                   | <b>4,619.08</b> | <b>667.59</b> | <b>654.23</b>              | <b>4,796.57</b>        | <b>26,585.00</b>              | <b>1,923.80</b>              | <b>1,845.10</b>      | <b>2,440.99</b>        | <b>260.81</b>    | <b>454.30</b>   | <b>439.49</b> | <b>44,686.96</b> |
| As at March 31, 2024  | 4,619.08        | 679.27        | 680.71                     | 3,282.57               | 22,025.25                     | 1,620.19                     | 1,490.12             | 2,367.99               | 192.69           | 449.30          | 454.97        | 37,862.14        |

#### Notes:

Refer to note 22 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 4 (a) (i)

### Title deeds for Freehold land and Buildings

| Particulars   | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Title deeds held in the name of   | Group          | Group          |
| Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | No             | No             |
| Reason for not being held in the name of the Company  | Not applicable | Not applicable |

## 4 (b)

### (i) Capital work-in-progress (CWIP)

| Particulars                            | March 31, 2025  | March 31, 2024 |
|--|-----------------|----------------|
| As at the beginning of the year        | 820.63          | 2,710.61       |
| Additions                              | 17,429.58       | 8,318.21       |
| Less: Capitalised                      | (11,224.19)     | (10,208.19)    |
| <b>Balance at the end of the year*</b> | <b>7,026.02</b> | <b>820.63</b>  |

\* The pre-operative expenses included in CWIP amounting to ₹213.45 (31 March 2024: ₹9.70)

### (ii) Capital work-in-progress ageing schedule

As at March 31, 2025

| Particulars          | Amount in capital work-in-progress for a period of |              |           |                   | Total           |
|----------------------|--|--------------|-----------|-------------------|-----------------|
|                      | Less than 1 Year                                   | 1-2 Years    | 2-3 Years | More Than 3 Years |                 |
| Projects in progress | 6,678.06   | 64.92        | -         | 283.04            | 7,026.02        |
|                      | <b>6,678.06</b>                                    | <b>64.92</b> | <b>-</b>  | <b>283.04</b>     | <b>7,026.02</b> |

As at March 31, 2024

| Particulars          | Amount in capital work-in-progress for a period of |           |               |                   | Total         |
|----------------------|--|-----------|---------------|-------------------|---------------|
|                      | Less than 1 Year                                   | 1-2 Years | 2-3 Years     | More Than 3 Years |               |
| Projects in progress | 537.59   | -         | 283.04        | -                 | 820.63        |
|                      | <b>537.59</b>                                      | <b>-</b>  | <b>283.04</b> | <b>-</b>          | <b>820.63</b> |

(iii) The Group does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable.

(iv) There are no CWIP which is temporarily suspended as at March 31, 2025 and March 31, 2024.

## 4 (c) RIGHT OF USE ASSETS AND LEASE LIABILITIES

The Group has elected not to apply the requirements of Ind AS 116 "Leases" to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term except inflation adjustment.

The Group uses the incremental borrowing rate to discount its lease payments. The rate applied is 8.50% p.a.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (i) Movement in Right of use assets ('ROU') and Lease liabilities is given below:

| Right of use assets   | Plant and equipment - Medical | Buildings        | Total            |
|---|-------------------------------|------------------|------------------|
| <b>A. Gross carrying value</b>                                |                               |                  |                  |
| <b>As at April 01, 2023</b>                                   | -                             | <b>29,244.67</b> | <b>29,244.67</b> |
| Additions   | -                             | 1,967.88         | 1,967.88         |
| Additions on account of business combinations (refer note 30) | -                             | 922.88           | 922.88           |
| Disposals   | -                             | (259.30)         | (259.30)         |
| <b>As at March 31, 2024</b>                                   | -                             | <b>31,876.13</b> | <b>31,876.13</b> |
| Additions   | 775.54                        | 8,161.13         | 8,936.67         |
| Disposals   | -                             | (466.39)         | (466.39)         |
| <b>As at March 31, 2025</b>                                   | <b>775.54</b>                 | <b>39,570.87</b> | <b>40,346.41</b> |
| <b>B. Accumulated depreciation</b>                            |                               |                  |                  |
| <b>As at April 1, 2023</b>                                    | -                             | <b>7,010.75</b>  | <b>7,010.75</b>  |
| Depreciation charge/Adjustments for the year*                 | -                             | 2,664.45         | 2,664.45         |
| Disposals   | -                             | (154.01)         | (154.01)         |
| <b>As at March 31, 2024</b>                                   | -                             | <b>9,521.19</b>  | <b>9,521.19</b>  |
| Depreciation charge/Adjustments for the year*                 | 48.47                         | 3,236.66         | 3,285.13         |
| Disposals   | -                             | (143.91)         | (143.91)         |
| <b>As at March 31, 2025</b>                                   | <b>48.47</b>                  | <b>12,613.94</b> | <b>12,662.41</b> |
| <b>C. Net carrying value (A - B)</b>                          |                               |                  |                  |
| <b>As at March 31, 2025</b>                                   | <b>727.07</b>                 | <b>26,956.93</b> | <b>27,684.00</b> |
| <b>As at March 31, 2024</b>                                   | -                             | <b>22,354.94</b> | <b>22,354.94</b> |

\* Includes pre-operative depreciation on right of use assets-building capitalised amounting to ₹224.55 (31 March 2024: ₹39.83)

## Set out below are the carrying amounts of lease liabilities and the movements during the year:

| Particulars   | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| <b>Balance as at the beginning of the year</b>                | <b>25,918.23</b>     | <b>24,755.90</b>     |
| Additions   | 8,541.37             | 1,869.56             |
| Additions on account of business combinations (refer note 30) | -                    | 960.56               |
| Disposals   | (305.30)             | (105.29)             |
| Interest expense on lease liabilities (refer note 19)         | 2,392.34             | 2,136.15             |
| Payment of lease liabilities                                  | (4,588.97)           | (3,698.65)           |
| <b>Balance as at the end of the year</b>                      | <b>31,957.67</b>     | <b>25,918.23</b>     |
| <b>Lease liabilities</b>                                      |                      |                      |
| - Current lease liabilities                                   | 2,316.24             | 2,013.02             |
| - Non Current lease liabilities                               | 29,641.43            | 23,905.21            |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (ii) Payments recognised as expenses

| Particulars                       | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|-----------------------------------|--------------------------------------|--------------------------------------|
| Short term leases (refer note 20) | 109.36                               | 65.97                                |
|                                   | <b>109.36</b>                        | <b>65.97</b>                         |

## (iii) Contractual maturities of lease liabilities on undiscounted basis (refer note 32C(ii))

| Particulars          | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|----------------------|-------------------------|-------------------------|
| Less than one year   | 4,941.14                | 1,926.89                |
| One to five years    | 16,921.72               | 13,016.94               |
| More than five years | 29,207.84               | 23,344.76               |
|                      | <b>51,070.70</b>        | <b>38,288.59</b>        |

**Note:** All the leases are entered in the name of the Group

## 5. INTANGIBLE ASSETS UNDER DEVELOPMENT, OTHER INTANGIBLE ASSETS AND GOODWILL

| Particulars   | Goodwill         | Intangible<br>assets under<br>development * | Other intangible assets |                 |                      | Total           |
|---|------------------|---|-------------------------|-----------------|----------------------|-----------------|
|   |                  |   | Software                | Brand           | Non-<br>complete fee |                 |
| <b>A. Gross carrying value (at cost)</b>                      |                  |   |                         |                 |                      |                 |
| <b>As at April 01, 2023</b>                                   | <b>533.75</b>    | <b>63.06</b>                                | <b>643.55</b>           | <b>-</b>        | <b>-</b>             | <b>643.55</b>   |
| Additions on account of business combinations (refer note 30) | -                | 48.67                                       | 314.75                  | -               | -                    | 314.75          |
| Additions   | 11,386.74        | -   | 1.18                    | 1,395.26        | 317.87               | 1,714.31        |
| Disposals/Capitalisation                                      | -                | (63.06)                                     | -                       | -               | -                    | -               |
| <b>As at March 31, 2024</b>                                   | <b>11,920.49</b> | <b>48.67</b>                                | <b>959.48</b>           | <b>1,395.26</b> | <b>317.87</b>        | <b>2,672.61</b> |
| Additions   | -                | 239.50                                      | 338.95                  | -               | -                    | 338.95          |
| Disposals/Capitalisation                                      | -                | (288.17)                                    | (1.19)                  | -               | -                    | (1.19)          |
| <b>As at March 31, 2025</b>                                   | <b>11,920.49</b> | <b>-</b>                                    | <b>1,297.24</b>         | <b>1,395.26</b> | <b>317.87</b>        | <b>3,010.37</b> |
| <b>B. Accumulated amortisation</b>                            |                  |   |                         |                 |                      |                 |
| <b>As at April 01, 2023</b>                                   | <b>-</b>         | <b>-</b>                                    | <b>423.92</b>           | <b>-</b>        | <b>-</b>             | <b>423.92</b>   |
| Amortisation charge for the year                              | -                | -   | 163.10                  | -               | 15.89                | 178.99          |
| Disposals   | -                | -   | -                       | -               | -                    | -               |
| <b>As at March 31, 2024</b>                                   | <b>-</b>         | <b>-</b>                                    | <b>587.02</b>           | <b>-</b>        | <b>15.89</b>         | <b>602.91</b>   |
| Amortisation charge for the year                              | -                | -   | 155.96                  | -               | 63.58                | 219.54          |
| Disposals   | -                | -   | (1.19)                  | -               | -                    | (1.19)          |
| <b>As at March 31, 2025</b>                                   | <b>-</b>         | <b>-</b>                                    | <b>741.79</b>           | <b>-</b>        | <b>79.47</b>         | <b>821.26</b>   |
| <b>C. Net carrying value (A-B)</b>                            |                  |   |                         |                 |                      |                 |
| <b>As at March 31, 2025</b>                                   | <b>11,920.49</b> | <b>-</b>                                    | <b>555.45</b>           | <b>1,395.26</b> | <b>238.40</b>        | <b>2,189.11</b> |
| <b>As at March 31, 2024</b>                                   | <b>11,920.49</b> | <b>48.67</b>                                | <b>372.46</b>           | <b>1,395.26</b> | <b>301.98</b>        | <b>2,069.70</b> |

\* Intangible assets under development primarily represents softwares which are under progress and are not capitalized

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

(i) The Group does not have any Intangible assets under development which is overdue or has exceeded its cost compared to its original plan.

## (ii) Impairment testing for cash generating unit containing goodwill and brand (indefinite useful life)

For the purpose of impairment testing carrying amount of Goodwill and Brand has been allocated to the following Cash Generating Units (CGU) as follows:

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>PH Diagnostic Centre Private Limited ('CGU 1')</b> |                         |                         |
| - Goodwill  | 11,386.74               | -                       |
| - Brand   | 1,395.26                | -                       |
| <b>Medinova Diagnostic Services Limited ('CGU 2')</b> |                         |                         |
| - Goodwill  | 533.75                  | 533.75                  |
|   | <b>13,315.75</b>        | <b>533.75</b>           |

Goodwill and Brand (indefinite useful life) are tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill and brand by assessing the recoverable amount of each CGU to which the goodwill and brand relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised.

The recoverable amounts of the above cash generating units have been assessed using a value-in-use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially, a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been used on historical data from both external and internal sources.

Key assumptions upon which the Group has based its determinations of value-in-use include:

| Particulars  | 31-03-2025 |          | 31-03-2024 |          |
|--|------------|----------|------------|----------|
|  | CGU 1      | CGU 2    | CGU 1      | CGU 2    |
| Revenue growth rate for five years                 | 10%        | 5% - 10% | 10%        | 5% - 12% |
| Terminal value growth rate                         | 5%         | 5%       | 5%         | 5%       |
| Weighted average cost of capital % (WACC) post tax | 14.30%     | 14.30%   | 14.30%     | 14.30%   |

- Estimated cash flows based on internal budgets and industry outlook for a period of five years and a terminal growth rate thereafter.
- The terminal value is arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant long-term growth rate. This long term growth rate takes into consideration external macroeconomic sources of data.
- The after tax discount rates used reflect the current market assessment of the risks specific to a CGU, the discount rate is estimated based on the weighted average cost of capital ('WACC') for respective CGU.

As at March 31, 2025, the estimated recoverable amount of CGU exceeds its carrying amount and accordingly, nil impairment was recognised during the year ended March 31, 2025 (March 31, 2024: ₹ Nil).

The Group believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (iii) Intangible assets under development ageing schedule

As on March 31, 2025

| Particulars          | Amount in intangible asset under development for period of |           |           |                   | Total    |
|----------------------|--|-----------|-----------|-------------------|----------|
|                      | Less than 1 Year   | 1-2 Years | 2-3 Years | More Than 3 Years |          |
| Projects in progress | -  | -         | -         | -                 | -        |
| <b>Total</b>         | <b>-</b>   | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>-</b> |

As on March 31, 2024

| Particulars                    | Amount in intangible asset under development for period of |           |           |                   | Total        |
|--------------------------------|--|-----------|-----------|-------------------|--------------|
|                                | Less than 1 Year   | 1-2 Years | 2-3 Years | More Than 3 Years |              |
| Projects in progress           | 48.67  | -         | -         | -                 | 48.67        |
| Projects temporarily suspended | -  | -         | -         | -                 | -            |
| <b>Total</b>                   | <b>48.67</b>   | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>48.67</b> |

(iv) The Company does not have any intangible assets under development which is overdue or has exceeded its cost compared to its original plan and hence, intangible assets completion schedule is not applicable.

(v) There are no intangible assets under development which are temporarily suspended as at March 31, 2025 and March 31, 2024.

## 6. FINANCIAL ASSETS

### (a) Investments

#### Non-current

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Investment in equity instruments - carried at FVOCI</b>                |                         |                         |
| <b>Unquoted</b>   |                         |                         |
| C.R Broadcasting Hyderabad Limited  | 4.00                    | 4.00                    |
| [40,000 (March 31, 2024: 40,000) equity shares of ₹10 each fully paid up] |                         |                         |
|   | <b>4.00</b>             | <b>4.00</b>             |
| Aggregate book value of unquoted investments                              | 4.00                    | 4.00                    |
| Aggregate book value of impairment in value of investments                | -                       | -                       |

#### Current

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Investments at fair value through profit or loss - Quoted</b>            |                         |                         |
| <b>Mutual Funds</b>   |                         |                         |
| HDFC Liquid Fund-Direct-Growth - Nil (March 31, 2024: 24,650.89) units      | -                       | 1,169.35                |
| Bandhan Liquid fund Growth - Direct - Nil (March 31, 2024: 24,698.69) units | -                       | 720.55                  |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Current (Contd.)

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| ADITYA BIRLA SUN LIFE LIQUID FUND-Nil (March 31, 2024: 1,16,169.69) units  | -                       | 452.69                  |
| TATA Liquid Fund-DP-Growth- Nil (March 31, 2024: 40,346.31) units  | -                       | 1,537.30                |
| Nippon India Liquid Fund-DP-Growth- Nil (March 31, 2024: 12,439.91) units  | -                       | 735.07                  |
| ICICI Prudential Liquid Fund - Direct - Growth- Nil (March 31, 2024: 1,13,466.16) units  | -                       | 405.54                  |
| Franklin India Liquid Fund - DP - Growth- Nil (March 31, 2024: 58,516.54) units  | -                       | 2,122.33                |
| DSP Liquid Fund - Direct - Growth- Nil (March 31, 2024: 21,781.19) units   | -                       | 751.75                  |
| Axis Liquid Fund - D-Growth- Nil (March 31, 2024: 1,12,470.7) units  | -                       | 3,018.40                |
| Aditya Birla Sun Life Crisil-IBX AAA NBFC-HFC Index-Sep 2026 Fund-Direct Growth - 5,99,9700.02(March 31, 2024: Nil) units        | 622.98                  | -                       |
| Aditya Birla Sun Life Money Manager Fund - Growth - DP - 4,50,584.6(March 31, 2024: Nil) Units                                   | 1,656.67                | -                       |
| Axis Arbitrage Fund - DP - Growth - 5,52,7143.1(March 31, 2024: Nil) Units   | 1,102.49                | -                       |
| Axis Crisil-IBX AAA Bond Financial Services - Sep 2027 Index Fund - DP - Growth Option - 19,99,900.01(March 31, 2024: Nil) Units | 205.93                  | -                       |
| Axis Crisil-IBX AAA Bond Nbfcc - Jun 2027 Index Fund - DP - Growth Option - 99,99,500.03(March 31, 2024: Nil) Units              | 1,043.41                | -                       |
| Bandhan Bond Fund - Short Term-DP-Growth - 26,39,891.82(March 31, 2024: Nil) Units   | 1,577.65                | -                       |
| Bandhan Money Manager Fund -DP-Growth - 10,54,442.6(March 31, 2024: Nil) Units   | 451.31                  | -                       |
| Canara Robeco Short Duration Fund - DP - Growth Option - 4,44,425.64(March 31, 2024: Nil) Units                                  | 120.40                  | -                       |
| DSP Savings Fund - DP - Growth - 9,82,748.93(March 31, 2024: Nil) Units  | 523.27                  | -                       |
| Franklin India Corporate Debt Fund - Direct - Growth - 12,54,444.67(March 31, 2024: Nil) Units                                   | 1,304.79                | -                       |
| HDFC Balanced Advantage Fund - Growth Plan - 1,96,410.56(March 31, 2024: Nil) Units  | 963.01                  | -                       |
| HDFC Money Market Fund - Growth Option - 1,842.02(March 31, 2024: Nil) Units   | 103.25                  | -                       |
| HDFC Money Market Fund - Growth Option - DP - 15,914.81(March 31, 2024: Nil) Units   | 909.34                  | -                       |
| ICICI Prudential Money Market Fund Option - DP - Growth - 2,02,998.61(March 31, 2024: Nil) Units                                 | 764.22                  | -                       |
| Kotak Bond Short Term Plan-(Growth) - Direct - 18,75,966.18(March 31, 2024: Nil) Units   | 1,051.40                | -                       |

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# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### Current (Contd.)

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Kotak Equity Arbitrage Fund - Growth - 28,71,425.21(March 31, 2024: Nil) Units                         | 1,059.08                | -                       |
| Nippon India Money Market Fund - DP Growth Plan - Growth Option - 20,788.64(March 31, 2024: Nil) Units | 856.88                  | -                       |
| SBI Short Term Debt Fund - DP -Growth - 27,22,763.24(March 31, 2024: Nil) Units                        | 906.98                  | -                       |
| Tata Money Market Fund- DP- Growth Option - 11,600.81(March 31, 2024: Nil) Units                       | 547.13                  | -                       |
| Tata Short Term Bond Fund - DP - Growth Option - 29,40,833.83(March 31, 2024: Nil) Units               | 1,524.87                | -                       |
| UTI MMF - DP - Growth Option - 33,124.26(March 31, 2024: Nil) Units                                    | 1,013.82                | -                       |
| UTI MMF -DP- Growth 4,941 (March 31, 2024 - Nil) units   | 151.25                  | -                       |
|  | <b>18,460.13</b>        | <b>10,912.98</b>        |
| Aggregate book value of quoted investments   | 18,460.13               | 10,912.98               |
| Aggregate market value of quoted investments   | 18,460.13               | 10,912.98               |
| Aggregate value of impairment in value of investments  | -                       | -                       |
| Aggregate value of unquoted investments  | -                       | -                       |

No strategic investments were disposed off during the year ended 31 March 2025, and there were no transfers of any cumulative gain of loss within equity relating to these investments.

### (b) Trade receivables

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Trade receivables considered good - Secured                | -                       | -                       |
| <b>Trade receivables - considered good - Secured</b>       | <b>-</b>                | <b>-</b>                |
| Trade receivables - considered good - Unsecured *          | 1,567.19                | 1,737.92                |
| <b>Less:</b> Allowance for expected credit loss            | (91.32)                 | (113.95)                |
| <b>Trade receivables - considered good - Unsecured (A)</b> | <b>1,475.87</b>         | <b>1,623.97</b>         |
| Trade receivables - credit impaired - Unsecured            | 129.51                  | 106.88                  |
| <b>Less:</b> Allowance for credit impaired                 | (129.51)                | (106.88)                |
| <b>Trade receivables- credit impaired- Unsecured (B)</b>   | <b>-</b>                | <b>-</b>                |
| <b>Total (A) + (B)</b>                                     | <b>1,475.87</b>         | <b>1,623.97</b>         |

\* Includes amount receivable from related parties (refer note 29)

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Trade receivables ageing schedule

As at March 31, 2025

| Particulars  | Outstanding for following periods from due date of payment |                    |                   |              |              |                   | Total           |
|--|--|--------------------|-------------------|--------------|--------------|-------------------|-----------------|
|  | Not due  | Less than 6 months | 6 months - 1 year | 1-2 years    | 2-3 years    | More than 3 years |                 |
| (i) Undisputed trade receivables – considered good                                 | 511.39   | 797.12             | 185.87            | 27.92        | 19.29        | 6.32              | 1,547.91        |
| (ii) Undisputed trade receivables – which have significant increase in credit risk | -  | -                  | -                 | -            | -            | -                 | -               |
| (iii) Undisputed trade receivables – credit impaired                               | -  | -                  | -                 | -            | 0.19         | 19.09             | 19.28           |
| (iv) Disputed trade receivables – considered good                                  | -  | -                  | -                 | -            | -            | -                 | -               |
| (v) Disputed trade receivables – which have significant increase in credit risk    | -  | -                  | -                 | -            | -            | -                 | -               |
| (vi) Disputed trade receivables – credit impaired                                  | -  | -                  | -                 | 18.02        | 1.14         | 110.35            | 129.51          |
| <b>Total (A)</b>   | <b>511.39</b>  | <b>797.12</b>      | <b>185.87</b>     | <b>45.94</b> | <b>20.62</b> | <b>135.76</b>     | <b>1,696.70</b> |
| Allowance for expected credit loss   | -  | -                  | -                 | -            | -            | -                 | 91.32           |
| Allowance for credit impairment  | -  | -                  | -                 | -            | -            | -                 | 129.51          |
| <b>Total (B)</b>   | <b>-</b>   | <b>-</b>           | <b>-</b>          | <b>-</b>     | <b>-</b>     | <b>-</b>          | <b>220.83</b>   |
| <b>Total (A-B)</b>   | <b>511.39</b>  | <b>797.12</b>      | <b>185.87</b>     | <b>45.94</b> | <b>20.62</b> | <b>135.76</b>     | <b>1,475.87</b> |

As at March 31, 2024

| Particulars  | Outstanding for following periods from due date of payment |                    |                   |              |              |                   | Total           |
|--|--|--------------------|-------------------|--------------|--------------|-------------------|-----------------|
|  | Not due  | Less than 6 months | 6 months - 1 year | 1-2 years    | 2-3 years    | More than 3 years |                 |
| (i) Undisputed trade receivables – considered good                                 | 311.35   | 862.99             | 445.03            | 57.55        | 10.52        | 31.20             | 1,718.64        |
| (ii) Undisputed trade receivables – which have significant increase in credit risk | -  | -                  | -                 | -            | -            | -                 | -               |
| (iii) Undisputed trade receivables – credit impaired                               | -  | -                  | -                 | 0.19         | 1.55         | 17.54             | 19.28           |
| (iv) Disputed trade receivables – considered good                                  | -  | -                  | -                 | -            | -            | -                 | -               |
| (v) Disputed trade receivables – which have significant increase in credit risk    | -  | -                  | -                 | -            | -            | -                 | -               |
| (vi) Disputed trade receivables – credit impaired                                  | -  | 10.20              | 12.28             | 1.14         | 22.87        | 60.39             | 106.88          |
| <b>Total (A)</b>   | <b>311.35</b>  | <b>873.19</b>      | <b>457.31</b>     | <b>58.88</b> | <b>34.94</b> | <b>109.13</b>     | <b>1,844.80</b> |
| Allowance for expected credit loss   | -  | -                  | -                 | -            | -            | -                 | 113.95          |
| Allowance for credit impairment  | -  | -                  | -                 | -            | -            | -                 | 106.88          |
| <b>Total (B)</b>   | <b>-</b>   | <b>-</b>           | <b>-</b>          | <b>-</b>     | <b>-</b>     | <b>-</b>          | <b>220.83</b>   |
| <b>Total (A-B)</b>   | <b>311.35</b>  | <b>873.19</b>      | <b>457.31</b>     | <b>58.88</b> | <b>34.94</b> | <b>109.13</b>     | <b>1,623.97</b> |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (c) Cash and cash equivalents

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Cash on hand  | 108.80                  | 90.97                   |
| Balances with banks   |                         |                         |
| - in current accounts   | 581.87                  | 928.25                  |
| - unpaid dividend accounts  | 0.71                    | 0.71                    |
| - in deposit accounts having original maturity less than 3 months or less | 588.73                  | 1,204.84                |
|   | <b>1,280.11</b>         | <b>2,224.77</b>         |

## (d) Other bank balances

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Current</b>  |                         |                         |
| Deposits with banks with original maturity more than three months but less than twelve months * @ | 3,607.77                | 5,082.99                |
|   | <b>3,607.77</b>         | <b>5,082.99</b>         |

@ Fixed deposit of ₹27.08 (March 31, 2023: ₹14.00) under lien.

\* These deposits are made with banks comprise of time deposits, which are available at call.

## (e) Other financial assets

(Unsecured, considered good)

Non-current

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Balances with bank held as margin money  | 17.06                   | 6.35                    |
| Fixed deposit with banks, with remaining maturity of more than twelve months from balance sheet date | 19.20                   | 39.35                   |
| Security deposits (rental/electricity deposits) *  | 1,613.07                | 1,084.25                |
|  | <b>1,649.33</b>         | <b>1,129.95</b>         |

\* Includes amount receivable from related parties (refer note 29)

Current

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Fixed deposits with banks, with original maturity of more than twelve months and remaining maturity of less than twelve months from balance sheet date | 4,778.61                | 245.67                  |
| Security deposits (rental/electricity deposits) *  | -                       | 66.37                   |
| Other receivables  | -                       | 0.38                    |
|  | <b>4,778.61</b>         | <b>312.42</b>           |

\* Includes amount receivable from related parties (refer note 29)

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 7. DEFERRED TAX ASSETS/(LIABILITIES), NET

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| <b>Deferred tax assets</b>   |                         |                         |
| - Decommissioning liability on property, plant and equipment (refer note 12) | 211.69                  | 196.03                  |
| - Leases   | 1,303.21                | 1,096.28                |
| - Employee benefits  | 196.75                  | 156.70                  |
| - Credit impaired debts  | 50.73                   | 50.73                   |
| - Others   | 87.15                   | 97.40                   |
| <b>Sub total (A)</b>   | <b>1,849.53</b>         | <b>1,597.14</b>         |
| <b>Deferred tax liabilities</b>  |                         |                         |
| - Fair value gain/loss from investments                                      | 162.47                  | 59.36                   |
| - Property, plant and equipment and intangible assets                        | 2,214.64                | 1,245.93                |
| <b>Sub total (B)</b>   | <b>2,377.11</b>         | <b>1,305.29</b>         |
| <b>Deferred tax asset/(liability), net (A-B)</b>                             | <b>(527.58)</b>         | <b>291.85</b>           |

### Movement in deferred tax assets/ (liabilities)

| On account of                                      | Property, plant and equipment including decommissioning liability | Provision for employee benefits | Leases          | Fair value gain or loss from investments | Credit impaired debts | Others       | Total           |
|--|---|---------------------------------|-----------------|--|-----------------------|--------------|-----------------|
| <b>As at April 01, 2023</b>                        | <b>(109.33)</b>   | <b>96.42</b>                    | <b>853.42</b>   | <b>(139.57)</b>                          | <b>43.18</b>          | <b>80.79</b> | <b>824.91</b>   |
| On account of business combination (refer note 30) | 14.42   | 16.23                           | -               | -  | -                     | 16.94        | 47.59           |
| (Charged)/ credited:                               |   |                                 |                 |  |                       |              |                 |
| - to profit and loss                               | (954.99)  | 40.28                           | 242.86          | 80.21                                    | 7.55                  | (0.33)       | (584.42)        |
| - to OCI   | -   | 3.77                            | -               | -  | -                     | -            | 3.77            |
| <b>As at March 31, 2024</b>                        | <b>(1,049.90)</b>   | <b>156.70</b>                   | <b>1,096.28</b> | <b>(59.36)</b>                           | <b>50.73</b>          | <b>97.40</b> | <b>291.85</b>   |
| (Charged)/credited:                                |   |                                 |                 |  |                       |              |                 |
| - to profit and loss                               | (953.05)  | 40.19                           | 206.93          | (103.11)                                 | -                     | (10.25)      | (819.29)        |
| - to OCI   | -   | (0.14)                          | -               | -  | -                     | -            | (0.14)          |
| <b>As at March 31, 2025</b>                        | <b>(2,002.95)</b>   | <b>196.75</b>                   | <b>1,303.21</b> | <b>(162.47)</b>                          | <b>50.73</b>          | <b>87.15</b> | <b>(527.58)</b> |

There are no unrecognized deferred tax assets and liabilities as at March 31, 2025 and March 31, 2024.

## 8. INVENTORIES

(Valued at lower of cost and net realisable value)

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Reagents, chemicals, digital imaging films, consumables etc.(net of provision of ₹42.40 (March 31,2024: ₹51.00)) | 493.27                  | 518.27                  |
|  | <b>493.27</b>           | <b>518.27</b>           |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 9. OTHER ASSETS

(Unsecured, considered good)

Non-current

| Particulars                                  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Capital advances                             | 833.27                  | 431.80                  |
| <b>Less:</b> Provision for doubtful advances | (63.63)                 | (63.63)                 |
| Prepaid expenses                             | 591.96                  | 250.56                  |
|  | <b>1,361.60</b>         | <b>618.73</b>           |

Current

| Particulars                                 | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Advances other than capital advances</b> |                         |                         |
| - Advance to suppliers                      | 247.55                  | 85.26                   |
| - Advance to employees                      | 20.22                   | 28.64                   |
| Prepaid expenses                            | 357.10                  | 343.49                  |
|   | <b>624.87</b>           | <b>457.39</b>           |

## 10. EQUITY

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Authorised share capital</b>   |                         |                         |
| 120,500,000 equity shares of ₹1 each (March 31, 2024: 120,500,000 equity shares of ₹1 each) | 1,205.00                | 1,205.00                |

### (a) Equity share capital

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| <b>Issued, subscribed and fully paid up capital</b>  |                         |                         |
| 102,636,278 equity shares of ₹1 each (March 31, 2024: 102,345,693 equity shares of ₹1 each), fully paid-up | 1,026.37                | 1,023.46                |
|  | <b>1,026.37</b>         | <b>1,023.46</b>         |

### i) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

| Particulars   | As at March 31, 2025 |                 | As at March 31, 2024 |                 |
|---|----------------------|-----------------|----------------------|-----------------|
|   | Number of<br>shares  | Amount          | Number of<br>shares  | Amount          |
| Shares outstanding at the beginning of the year           | 10,23,45,693         | 1,020.71        | 10,20,71,175         | 1,019.66        |
| Issue under Employee Stock Option Plan<br>(refer note 28) | 2,90,585             | 2.91            | 2,74,518             | 1.05            |
| <b>Shares outstanding at the end of the year</b>          | <b>10,26,36,278</b>  | <b>1,023.62</b> | <b>10,23,45,693</b>  | <b>1,020.71</b> |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## ii) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹1 per share (March 31, 2024: ₹1 per share). Each holder of equity shares is entitled to one vote per share. The shareholders are entitled to dividends in Indian Rupees, proposed by the Board of Directors and subject to the approval of the shareholders in the Annual General Meetings. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive residual assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

## iii) Details of shareholders holding more than 5% equity shares in the Company

| Particulars                       | March 31, 2025   |           | March 31, 2024   |           |
|-----------------------------------|------------------|-----------|------------------|-----------|
|                                   | Number of shares | % holding | Number of shares | % holding |
| <b>Equity Shares:</b>             |                  |           |                  |           |
| Dr S.Surendranath Reddy           | 3,31,66,309      | 32.31%    | 3,34,22,899      | 32.66%    |
| S Suprita Reddy                   | 89,71,660        | 8.74%     | 91,76,933        | 8.97%     |
| K Sunil Chandra                   | 81,86,388        | 7.98%     | 85,96,933        | 8.40%     |
| Nippon Life India Trustee Limited | 52,37,245        | 5.10%     | 63,69,308        | 6.22%     |
| Kotak Small Cap Fund              | 58,89,362        | 5.74%     | 15,32,409        | 1.50%     |

## iv) Shares held by promoters at the end of the year:

| Particulars             | March 31, 2025     |               |                | March 31, 2024     |               |                |
|-------------------------|--------------------|---------------|----------------|--------------------|---------------|----------------|
|                         | No. of Shares      | % of holding  | % of change    | No. of Shares      | % of holding  | % of change    |
| Dr S.Surendranath Reddy | 3,31,66,309        | 32.31%        | (0.34%)        | 3,34,22,899        | 32.66%        | (0.38%)        |
| <b>Total</b>            | <b>3,31,66,309</b> | <b>32.31%</b> | <b>(0.34%)</b> | <b>3,34,22,899</b> | <b>32.66%</b> | <b>(0.38%)</b> |

v) During the five years immediately preceeding the year, no shares have been bought back, no shares have been issued for consideration other than cash except for equity shares issued by way of bonus as provided below:

| Particulars   | March 31, 2025 | March 31, 2024 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|----------------|----------------|----------------|
| Allotted as fully paid up equity shares by way of bonus | -              | -              | -              | 5,66,47,736    | -              |

vi) For details of share reserved for issue under Employee Stock Option Plan (ESOP) of the Company, refer note 28.

## (b) Other equity

| Particulars                        | As at March 31, 2025 | As at March 31, 2024 |
|------------------------------------|----------------------|----------------------|
| General reserve                    | 804.95               | 733.28               |
| Employee share options outstanding | 208.58               | 121.05               |
| Securities premium                 | 5,415.99             | 5,008.48             |
| Retained earnings                  | 72,115.51            | 58,833.07            |
| <b>Total</b>                       | <b>78,545.03</b>     | <b>64,695.88</b>     |

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### i) General reserve

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Balance at the beginning of the year   | 733.28                  | 568.72                  |
| <b>Add:</b> Transfer on account of employee share based options lapsed/forfeited | -                       | 85.51                   |
| <b>Add:</b> Transfer on account of exercise of employee share based options      | 71.67                   | 79.05                   |
| <b>Balance as at the end of the year</b>   | <b>804.95</b>           | <b>733.28</b>           |

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

### ii) Share based payments reserve

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Balance at the commencement of the year   | 121.05                  | 192.44                  |
| <b>Add:</b> Share based payments expense (refer note 17)                                      | 159.20                  | 93.17                   |
| <b>Less:</b> Transfer to general reserve due to employee share based options lapsed/forfeited | -                       | (85.51)                 |
| <b>Less:</b> Transfer to general reserve due to exercise of employee share based options      | (71.67)                 | (79.05)                 |
| <b>Balance as at the end of the year</b>  | <b>208.58</b>           | <b>121.05</b>           |

The Company has established equity settled share based payment plan for employees of the Company (refer note 28 for details).

### iii) Securities premium

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Balance at the commencement of the year                                   | 5,008.48                | 4,706.18                |
| <b>Less:</b> Issue of bonus shares  | -                       | -                       |
| <b>Add:</b> Proceeds from exercise of employee share based options (ESOP) | 407.51                  | 302.30                  |
| <b>Balance as at the end of the year</b>                                  | <b>5,415.99</b>         | <b>5,008.48</b>         |

Securities premium is used to record the premium on issue of shares. It is utilised in accordance with the provisions of the "Act".

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## iv) Retained earnings

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Balance at the commencement of the year                                      | 58,833.07               | 47,984.89               |
| <b>Add:</b> Profit for the year  | 14,307.53               | 11,882.53               |
| <b>Less:</b> Dividend paid during the year                                   | (1,026.23)              | (1,022.67)              |
| Items of other comprehensive income recognised directly in retained earnings |                         |                         |
| - Remeasurement of defined benefit obligations (net of tax)                  | 1.14                    | (11.68)                 |
| <b>Balance as at the end of the year</b>                                     | <b>72,115.51</b>        | <b>58,833.07</b>        |

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distribution to shareholders.

Other comprehensive income (OCI) represents re-measurement on defined employee benefit obligations i.e., difference between the interest income on plan assets and the return actually achieved, any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and subsequently not reclassified to statement of profit and loss.

## 11. FINANCIAL LIABILITIES

### (a) Trade payables

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Total outstanding dues of micro enterprises and small enterprises (MSME) (refer note 24) | 109.27                  | 60.45                   |
| Total outstanding dues of creditors other than micro enterprises and small enterprises * | 3,204.12                | 3,234.52                |
|  | <b>3,313.39</b>         | <b>3,294.97</b>         |

\* Includes amount payable to related parties (refer note 29)

### Trade payables ageing schedule

As at March 31, 2025

| Particulars              | Outstanding for following periods from due date of payment |                  |             |              |                   | Total           |
|--------------------------|--|------------------|-------------|--------------|-------------------|-----------------|
|                          | Not Due  | Less than 1 Year | 1-2 Years   | 2-3 Years    | More than 3 Years |                 |
| i) MSME                  | 2.89   | 106.38           | -           | -            | -                 | 109.27          |
| ii) Others               | 1,970.30   | 1,196.30         | 2.56        | 16.18        | 18.78             | 3,204.12        |
| iii) Disputed Dues-MSME  | -  | -                | -           | -            | -                 | -               |
| iv) Disputed Dues-Others | -  | -                | -           | -            | -                 | -               |
| <b>Total</b>             | <b>1,973.19</b>  | <b>1,302.68</b>  | <b>2.56</b> | <b>16.18</b> | <b>18.78</b>      | <b>3,313.39</b> |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

As at March 31, 2024

| Particulars              | Outstanding for following periods from due date of payment |                  |              |              |                   | Total           |
|--------------------------|--|------------------|--------------|--------------|-------------------|-----------------|
|                          | Not Due  | Less than 1 Year | 1-2 Years    | 2-3 Years    | More than 3 years |                 |
| i) MSME                  | 3.52   | 57.43            | -            | -            | -                 | 60.95           |
| ii) Others               | 1,594.59   | 1,601.99         | 15.42        | 19.36        | 2.66              | 3,234.02        |
| iii) Disputed Dues-MSME  | -  | -                | -            | -            | -                 | -               |
| iv) Disputed Dues-Others | -  | -                | -            | -            | -                 | -               |
| <b>Total</b>             | <b>1,598.11</b>  | <b>1,659.42</b>  | <b>15.42</b> | <b>19.36</b> | <b>2.66</b>       | <b>3,294.97</b> |

## (b) Other financial liabilities

| Particulars              | As at March 31, 2025 | As at March 31, 2024 |
|--------------------------|----------------------|----------------------|
| <b>Current</b>           |                      |                      |
| Employee payables        | 932.53               | 834.07               |
| Dividend payable         | 0.90                 | 0.71                 |
| Security deposit payable | 1.00                 | -                    |
| Capital creditors        | 8,311.03             | 305.07               |
|                          | <b>9,245.46</b>      | <b>1,139.85</b>      |

## 12. PROVISIONS

| Particulars                      | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------------|----------------------|----------------------|
| <b>Non-current</b>               |                      |                      |
| Provision for employee benefits: |                      |                      |
| - Gratuity (refer note 27)       | 396.11               | 319.40               |
| - Compensated absences           | 7.56                 | 3.51                 |
| Others:                          |                      |                      |
| - Decommissioning liability*     | 583.17               | 735.27               |
|                                  | <b>986.84</b>        | <b>1,058.18</b>      |
| <b>Current</b>                   |                      |                      |
| Provision for employee benefits: |                      |                      |
| - Gratuity (refer note 27)       | 112.64               | 93.10                |
| - Compensated absences           | 236.33               | 187.34               |
| Others:                          |                      |                      |
| - Decommissioning liability*     | 249.50               | 35.18                |
|                                  | <b>598.47</b>        | <b>315.62</b>        |

\* Provision for decommissioning liability represents the amounts which would be incurred towards decommissioning the Company's Plant and Machinery- Medical

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Note:

### Movement in Provision

| Decommissioning liability                     | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| Balance as at the beginning of the year       | 770.45                  | 671.92                  |
| <b>Add:</b> Unwinding of interest             | 62.22                   | 59.73                   |
| <b>Add:</b> Provision created during the year | -                       | 38.80                   |
| <b>Balance as at the end of the year</b>      | <b>832.67</b>           | <b>770.45</b>           |

## 13. OTHER LIABILITIES

| Particulars                                 | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Non-current</b>                          |                         |                         |
| Deferred revenue - contract liability       | 30.14                   | 34.17                   |
|   | <b>30.14</b>            | <b>34.17</b>            |
| <b>Current</b>                              |                         |                         |
| Deferred revenue - contract liability       | 41.62                   | 49.24                   |
| Statutory liabilities                       | 363.86                  | 325.66                  |
| Advance from customers - contract liability | 37.27                   | 27.53                   |
|   | <b>442.75</b>           | <b>402.43</b>           |

## 14. REVENUE FROM OPERATIONS

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Revenue from contracts with customers- Sale of services | 68,095.64                           | 54,757.91                           |
| <b>Other operating revenue</b>                          |                                     |                                     |
| - Sale of scrap   | 31.13                               | 18.90                               |
| - Others  | 12.24                               | 3.72                                |
|   | <b>68,139.01</b>                    | <b>54,780.53</b>                    |

### Disclosure as per Ind AS 115 - Revenue from contracts with customers

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

#### A. Contract balances

| Particulars                               | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Trade receivables (refer note 6(b))       | 1475.87                             | 1623.97                             |
| <b>Contract assets</b>                    | -                                   | -                                   |
| <b>Contract liabilities</b>               |                                     |                                     |
| - Advances from customers (refer note 13) | 37.27                               | 27.53                               |
| - Deferred revenue (refer note 13)        | 71.76                               | 83.41                               |

The revenue recognized during the current year is the balancing number for transactions with customers after adjusting opening and closing balances of contract assets and liabilities.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## B. Movement in contract liabilities during the year

March 31, 2025

| Particulars  | Deferred Revenue | Advance from customers |
|--|------------------|------------------------|
| Balance at the beginning of the year                         | 83.41            | 27.53                  |
| <b>Add:</b> Addition during the year                         | 45.47            | 49.95                  |
| <b>Less:</b> Revenue recognised during the period from above | (57.12)          | (40.21)                |
| <b>Balance at the end of the year</b>                        | <b>71.76</b>     | <b>37.27</b>           |

March 31, 2024

| Particulars  | Deferred Revenue | Advance from customers |
|--|------------------|------------------------|
| Balance at the beginning of the year                         | 84.73            | 29.42                  |
| <b>Add:</b> Addition during the year                         | 44.67            | 29.00                  |
| <b>Less:</b> Revenue recognised during the period from above | (45.99)          | (30.89)                |
| <b>Balance at the end of the year</b>                        | <b>83.41</b>     | <b>27.53</b>           |

## C. Reconciliation of Revenue recognised with contract price

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Revenue from contract with customer as per the contract price | 70,368.70                           | 56,555.01                           |
| Adjustments made to contract price on account of:-            |                                     |                                     |
| Discount/rebates  | (2,273.06)                          | (1,797.10)                          |
| <b>Revenue from contract with customer - Sale of service</b>  | <b>68,095.64</b>                    | <b>54,757.91</b>                    |
| Other operating revenue                                       | 43.37                               | 22.62                               |
| <b>Revenue from operations</b>                                | <b>68,139.01</b>                    | <b>54,780.53</b>                    |

## 15. OTHER INCOME

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Interest income under the effective interest method on:       |                                     |                                     |
| Fixed deposits with banks                                     | 483.05                              | 528.61                              |
| Financial assets carried at amortised cost                    | 93.23                               | 68.70                               |
| Gain on sale of mutual funds                                  | 775.70                              | 1,566.26                            |
| Fair value gain/(loss) on investments measured at FVTPL *     | 410.94                              | (318.70)                            |
| Net gain on sale/ retirement of property, plant and equipment | 13.06                               | 195.15                              |
| Liabilities no longer required written back                   | 32.59                               | 5.53                                |
| Other non operating income                                    | 23.38                               | 36.25                               |
|   | <b>1,831.95</b>                     | <b>2,081.80</b>                     |

\* Unrealised gain on investments in mutual funds.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| Opening balance of unrealised gain   | 235.81                              | 554.51                              |
| Reversal of unrealised gain during the year (A)                                    | (235.81)                            | (554.51)                            |
| Unrealised gain accounted during the year (B)                                      | 646.75                              | 235.81                              |
| <b>Impact of unrealised gain on the statement of profit and loss account (A+B)</b> | <b>410.94</b>                       | <b>(318.70)</b>                     |
| <b>Closing Unrealised gain</b>   | <b>646.75</b>                       | <b>235.81</b>                       |

## 16. COST OF MATERIALS CONSUMED

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| Inventory of materials as at the beginning of the year (refer note 8)        | 518.27                              | 204.86                              |
| <b>Add:</b> On account of business combination (refer note 30)               | -                                   | 82.99                               |
| <b>Add:</b> Purchases during the year  | 8,451.35                            | 6,774.26                            |
| <b>Less:</b> Inventory of materials as at the end of the year (refer note 8) | (493.27)                            | (518.27)                            |
|  | <b>8,476.35</b>                     | <b>6,543.84</b>                     |

## 17. EMPLOYEE BENEFITS EXPENSE

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Salaries, wages and bonus                                       | 10,150.40                           | 8,169.97                            |
| Contribution to provident and other funds (refer note 27)       | 530.69                              | 465.92                              |
| Gratuity (refer note 27)  | 189.01                              | 147.29                              |
| Compensated absences  | 114.09                              | 78.18                               |
| Equity-settled share based payment transactions (refer note 28) | 159.20                              | 93.17                               |
| Staff welfare expenses  | 71.89                               | 67.33                               |
|   | <b>11,215.28</b>                    | <b>9,021.86</b>                     |

## 18. DEPRECIATION AND AMORTISATION EXPENSE

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Depreciation on property, plant and equipment (refer note 4(a)) | 3,779.62                            | 2,896.01                            |
| Amortisation on other intangible assets (refer note 5)          | 219.54                              | 178.99                              |
| Depreciation on right of use assets (refer note 4(c))           | 3,060.58                            | 2,624.62                            |
|   | <b>7,059.74</b>                     | <b>5,699.62</b>                     |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 19. FINANCE COSTS

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Unwinding of interest on decommissioning liability      | 62.22                               | 60.09                               |
| Interest expense on lease liabilities (refer note 4(c)) | 2,392.34                            | 2,136.15                            |
| Bank charges  | 219.87                              | 202.74                              |
|   | <b>2,674.43</b>                     | <b>2,398.98</b>                     |

## 20. OTHER EXPENSES

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| Power and fuel   | 2,091.43                            | 1,827.01                            |
| Rent   | 109.36                              | 65.97                               |
| Testing charges  | 278.54                              | 220.26                              |
| Sample collection charges  | 370.43                              | 293.72                              |
| Repairs and maintenance  |                                     |                                     |
| a. Buildings   | 300.33                              | 318.29                              |
| b. Plant and equipment   | 1,694.34                            | 1,491.14                            |
| c. Others  | 339.56                              | 284.01                              |
| House keeping expenses   | 907.08                              | 813.89                              |
| Security charges   | 508.02                              | 429.87                              |
| Insurance  | 233.44                              | 140.63                              |
| Rates and taxes  | 653.83                              | 381.00                              |
| Advertisement, publicity and marketing   | 778.68                              | 415.02                              |
| Business promotion expenses  | 248.28                              | 355.09                              |
| Travelling and conveyance  | 441.93                              | 372.37                              |
| Legal and professional fees (professional fees to doctor consultants and others) | 11,057.83                           | 8,701.09                            |
| Payment to auditors (refer note (i) below)                                       | 109.39                              | 87.80                               |
| Remuneration to independent directors  | 56.96                               | 56.64                               |
| Postage and communication  | 228.83                              | 188.49                              |
| Printing and stationery  | 142.23                              | 150.60                              |
| Loss allowance for trade receivables   | -                                   | 48.00                               |
| Corporate social responsibility expenditure ('CSR') (refer note (ii) below)      | 275.87                              | 244.33                              |
| Donations*   | 0.68                                | 2.55                                |
| Miscellaneous expenses   | 298.75                              | 237.17                              |
|  | <b>21,125.79</b>                    | <b>17,124.94</b>                    |

\* Donations include ₹ Nil (March 31, 2024: 1.00) contribution made to political party - Communist Party of India (Marxist).

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## Notes:

### i. Payment to auditors (inclusive of taxes)

| Particulars                           | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---------------------------------------|-------------------------------------|-------------------------------------|
| As auditors                           |                                     |                                     |
| - Statutory audit fees                | 67.97                               | 59.00                               |
| - Limited review of quarterly results | 21.24                               | 21.24                               |
| - Certification                       | 7.46                                | -                                   |
| Reimbursement of expenses             | 12.72                               | 7.56                                |
|                                       | <b>109.39</b>                       | <b>87.80</b>                        |

### ii. Details of corporate social responsibility expenditure

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| (i) Gross amount required to be spent by the Group during the year   | 275.87                              | 244.33                              |
| (ii) Amount approved by the Board to be spent during the year  | 275.87                              | 244.33                              |
| (iii) Amount spent during the year (in cash)   |                                     |                                     |
| - construction/ acquisition of any asset   | -                                   | -                                   |
| - on purpose other than above  | 275.87                              | 244.33                              |
| (iv) (Shortfall)/Excess at the end of the year   | -                                   | -                                   |
| (v) Total of previous years shortfall  | -                                   | -                                   |
| (vi) Details of related party transactions   | NA                                  | NA                                  |
| (vii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year | NA                                  | NA                                  |
| (viii) Reason for shortfall:<br>For the year ending March 31, 2025, March 31, 2024: No shortfall   |                                     |                                     |
| (ix) Nature of CSR activities:   |                                     |                                     |
| a) Skill development   |                                     |                                     |
| b) Education   |                                     |                                     |
| c) Healthcare  |                                     |                                     |

### iii. Exceptional items

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| Acquisition/restructuring related costs- Financial, legal and tax due diligence | 102.96                              | 205.00                              |
|   | <b>102.96</b>                       | <b>205.00</b>                       |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 21. INCOME-TAX EXPENSE

### (a) Amount recognised in statement of profit and loss

| Particulars                                       | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| <b>Current tax</b>                                | <b>4,117.77</b>                     | <b>3,319.95</b>                     |
| <b>Deferred tax expense</b>                       |                                     |                                     |
| Attributable to -                                 |                                     |                                     |
| Origination and reversal of temporary differences | 819.29                              | 584.43                              |
| <b>Tax expense</b>                                | <b>4,937.06</b>                     | <b>3,904.38</b>                     |

### (b) Amount recognised in other comprehensive income

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| <b>Deferred tax related to items recognised in OCI</b>                         |                                     |                                     |
| Deferred tax expense/(income) on remeasurements of defined benefit obligations | 0.14                                | (3.77)                              |
| <b>Income-tax expense/(income) recognised in OCI</b>                           | <b>0.14</b>                         | <b>(3.77)</b>                       |

### (c) Reconciliation of effective tax rate:

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| <b>Profit before tax</b>   | <b>19,316.41</b>                    | <b>15,868.09</b>                    |
| Enacted tax rate in India  | 25.17%                              | 25.17%                              |
| <b>Tax expense at enacted rates</b>                              | <b>4,861.55</b>                     | <b>3,993.68</b>                     |
| <b>Tax effect of:</b>  |                                     |                                     |
| Effect of expenses not deductible for tax purposes               | 100.80                              | 83.26                               |
| Effect of tax at special rates                                   | (0.98)                              | (66.96)                             |
| Effect of expenses deductible only for tax purpose               | (77.20)                             | (67.83)                             |
| Unrecognised deferred taxes                                      | (16.35)                             | (37.77)                             |
| Deferred tax expenses of earlier years                           | 41.80                               | -                                   |
| Current tax expenses of earlier years                            | 27.44                               | -                                   |
| <b>Income-tax recognised in the statement of profit and loss</b> | <b>4,937.06</b>                     | <b>3,904.38</b>                     |

### (d) The following table provides the details of income tax assets and income tax liabilities:

| Particulars                    | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--------------------------------|-------------------------|-------------------------|
| Non-current tax assets, (net)  | 119.50                  | 21.38                   |
| Current tax liabilities, (net) | (345.09)                | (120.70)                |
|                                | <b>(225.59)</b>         | <b>(99.32)</b>          |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| Net income-tax liability at the beginning of the year          | (99.32)                             | (221.59)                            |
| <b>Add:</b> On account of business combination (refer note 30) | -                                   | 4.52                                |
| <b>Less:</b> Current income tax expense                        | (4,117.77)                          | (3,319.95)                          |
| <b>Add:</b> Tax paid during the year                           | 3,991.50                            | 3,437.70                            |
| <b>Net income tax liability as at the end of the year</b>      | <b>(225.59)</b>                     | <b>(99.32)</b>                      |

## 22. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

### Contingent liabilities

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Claims against the Group not acknowledged as debts |                         |                         |
| (i) Service tax*                                   | 1.68                    |                         |
| (ii) Goods and Service tax*                        | 13.17                   |                         |
| <b>Total</b>                                       | <b>14.85</b>            | <b>-</b>                |

\* Includes ₹1.96 (March 31, 2024- Nil) paid under protest.

The Group based on its legal assessment does not believe that any of the pending claims/litigations if any with statutory authorities/others require a provision as at the balance sheet date, as the likelihood of the probability of an outflow of resources at this point of time is low.

### Capital and other commitments

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) | 2,117.11                | 4,199.07                |

## 23. EARNINGS PER SHARE

| Particulars  | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|--|-------------------------------------|-------------------------------------|
| <b>Earnings for the year</b>   |                                     |                                     |
| Net profit for the year attributable to equity shareholders (A)      | 14,307.53                           | 11,882.53                           |
| <b>Shares</b>  |                                     |                                     |
| Weighted average number of equity shares for Basic EPS (B)           | 10,25,87,847                        | 10,22,21,031                        |
| <b>Add:</b> Effect of dilution:                                      |                                     |                                     |
| - On account of outstanding employee based share based options       | 1,92,273                            | 2,97,180                            |
| Weighted average number of equity shares for Diluted EPS (C)         | 10,27,80,120                        | 10,25,18,211                        |
| <b>(a) Basic earnings per share of face value of ₹1 each (A/B)</b>   | <b>13.95</b>                        | <b>11.62</b>                        |
| <b>(b) Diluted earnings per share of face value of ₹1 each (A/C)</b> | <b>13.92</b>                        | <b>11.59</b>                        |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 24. DISCLOSURE REQUIRED UNDER CLAUSE 22 OF MICRO, SMALL AND MEDIUM ENTERPRISE DEVELOPMENT ('MSMED') ACT, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2024 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

| Particulars  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| (a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;   |                         |                         |
| - Principal amount due to micro and small enterprises  | 109.27                  | 60.45                   |
| - Interest due on the above  | -                       | -                       |
| (b) the amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;   | -                       | -                       |
| (c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period/year) but without adding the interest specified under this MSMED Act, 2006;  | -                       | -                       |
| (d) the amount of interest accrued and remaining unpaid at the end of the each accounting year; and  | -                       | -                       |
| (e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006. | -                       | -                       |

**Note:** The above disclosures are provided by the Group based on the information available with the Company in respect of the registration status of its vendors/suppliers.

## 25. OPERATING SEGMENTS

### A. Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments results are reviewed regularly by the Group's Chairman and Managing Director to make decisions about resources to be allocated to the segments and assess their performance.

The Chief Operating Decision Maker ("CODM") who are the Group's Chairman and Managing Director evaluate the Group's performance and allocates resources based on an analysis of various performance indicators

at operational unit level and since there is single operating segment, no segment disclosures of the Group is presented. The Group's operations fall within a single business segment "Diagnostic services".

### B. Major customers

Revenue from any single customer of the Group's operating segment does not exceed 10% of the total revenue reported.

## 26. PURCHASE COMMITMENTS TOWARDS REAGENT KITS

The Group has entered into agreements with certain suppliers for purchase of reagents which include the right to use equipment during the life of the agreement in addition to purchase of minimum committed quantities of reagents every year. These agreements

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

are in substance, cost of reagents and services arrangements provided by the supplier on an annual basis and the minimum purchase commitments therein do not result in more than insignificant penalty on termination of the agreement. The cost of reagents which includes the cost of rental of the equipment is recorded as cost of material consumed.

## 27. EMPLOYEE BENEFIT PLANS

The Group has following post employment benefit plans:

### (a) Defined contribution plans

Contributions were made to provident fund and Employees' State Insurance in India for the employees of the Group as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any other constructive obligation. The expense recognised during the year in the consolidated statement of profit and loss towards defined contribution plan is ₹530.69 (March 31, 2024: ₹465.92).

### (b) Defined benefit plan

The Group provides for Gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for Gratuity. The amount of Gratuity payable on retirement/ termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service or part thereof in excess of six months, restricted to a sum of ₹20.

The Gratuity plan of the Parent Company is administered through a Gratuity Scheme with Life Insurance Corporation of India ('LIC'). The Parent Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments. The Gratuity plans of subsidiaries are unfunded.

This defined benefit plans expose the Group to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

### i. Reconciliation of the net defined benefit (asset)/ liability

The amounts recognised in the balance sheet and the movements in the defined benefit obligation and fair value of plan assets over the year are as follows:

| Particulars   | March 31, 2025              |                           |               | March 31, 2024              |                           |               |
|---|-----------------------------|---------------------------|---------------|-----------------------------|---------------------------|---------------|
|   | Present value of obligation | Fair value of plan assets | Net amount    | Present value of obligation | Fair value of plan assets | Net amount    |
| <b>Opening balance</b>  | <b>884.62</b>               | <b>472.12</b>             | <b>412.50</b> | <b>644.47</b>               | <b>372.12</b>             | <b>272.35</b> |
| On account of business combination (refer note 30)                    |                             | -                         | -             | 64.20                       | -                         | 64.20         |
| Current service cost  | 159.52                      | -                         | 159.52        | 127.64                      | -                         | 127.64        |
| Interest expense/ (income)  | 51.95                       | (22.47)                   | 29.48         | 41.17                       | (21.52)                   | 19.65         |
| <b>Recognised in statement of profit or loss</b>                      | <b>211.47</b>               | <b>22.47</b>              | <b>189.00</b> | <b>233.01</b>               | <b>21.52</b>              | <b>211.49</b> |
| Remeasurements  |                             |                           |               |                             |                           |               |
| Return on plan assets, excluding amounts included in interest expense | -                           | 2.33                      | 2.33          | -                           | 7.85                      | 7.85          |
| Actuarial (gains)/ losses arising from:                               |                             |                           |               |                             |                           |               |
| - Changes in demographic assumptions                                  | (9.80)                      | -                         | (9.80)        | 0.13                        | -                         | 0.13          |
| - Changes in financial assumptions                                    | 36.21                       | -                         | 36.21         | 4.32                        | -                         | 4.32          |
| - Experience variance (i.e. actual experience vs assumptions)         | (29.27)                     | -                         | (29.27)       | 2.69                        | -                         | 2.69          |
| <b>Re-measurements recognised in other comprehensive income</b>       | <b>(2.86)</b>               | <b>2.33</b>               | <b>(0.53)</b> | <b>7.14</b>                 | <b>7.85</b>               | <b>14.99</b>  |
| Contribution paid to the plan   | -                           | 76.47                     | (76.47)       | -                           | 70.00                     | (70.00)       |
| Benefits paid   | -                           | (15.75)                   | (15.75)       | -                           | (16.33)                   | (16.33)       |
| <b>Closing balance</b>  | <b>1,093.23</b>             | <b>584.48</b>             | <b>508.75</b> | <b>884.62</b>               | <b>472.12</b>             | <b>412.50</b> |

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

### ii. Plan assets

Plan assets comprises of the following:

| Particulars  | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Funds managed by Life Insurance Corporation of India | 100%           | 100%           |

### iii. Actuarial assumptions

Principal actuarial assumptions for defined benefit obligation are as follows:

| Particulars            | March 31, 2025   | March 31, 2024   |
|------------------------|------------------|------------------|
| Discount rate          | 6.50%            | 7.15%            |
| Salary escalation rate | 8.00%            | 8.00%            |
| Attrition rate         | 10.00% to 15.00% | 10.00% to 15.00% |

**Discount rate:** The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

**Salary escalation rate:** The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

**Attrition rate:** Represents the Group's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

### iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation and current service cost by the amounts shown below:

| Particulars            | Change in assumption |                | Impact on defined benefit obligation |       |                        |       |
|------------------------|----------------------|----------------|--------------------------------------|-------|------------------------|-------|
|                        | March 31, 2025       | March 31, 2024 | Increase in Assumption               |       | Decrease in Assumption |       |
| Discount rate          | 1.00%                | 1.00%          | Decrease by                          | 50.75 | Increase by            | 56.77 |
| Salary escalation rate | 1.00%                | 1.00%          | Increase by                          | 54.78 | Decrease by            | 50.29 |
| Attrition rate         | 50.00%               | 50.00%         | Decrease by                          | 43.97 | Increase by            | 68.72 |
|                        |                      |                |                                      |       |                        | 39.95 |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the consolidated balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

## v. Expected contributions to the plan for the next annual reporting period

Expected contribution to post-employment benefit plans for the next year ending March 31, 2026 is ₹617.13 (March 31, 2025: ₹461.92).

## vi. Maturity profile of the defined benefit liability

The weighted average duration of the defined benefit obligation is 7 years (March 31, 2023: 6 years). The expected maturity analysis of defined benefit obligation on an undiscounted basis is as follows:

| Particulars    | Less than<br>1 year | Between<br>2-5 years | Between<br>6-10 years | More than<br>10 Years |
|----------------|---------------------|----------------------|-----------------------|-----------------------|
| March 31, 2025 | 112.65              | 393.10               | 407.53                | 508.01                |
| March 31, 2024 | 83.15               | 323.94               | 330.51                | 400.50                |

## 28. SHARE BASED PAYMENTS

### VDCL Employee Stock Option Plan 2018 "The Plan" or "ESOP 2018"

The shareholders of the Company approved "VDCPL Employee Stock Option Plan 2018 (ESOP 2018)" at the Extraordinary General Meeting held on May 03, 2018 and subsequently it was amended at the extraordinary general meeting held on March 25, 2021 and August 26, 2021 to grant a maximum of 1,625,000 options to specified categories of employees of the Company. Each option granted and vested under ESOP 2018 shall entitle the holder to acquire one equity share of face value of ₹1 each of the Company.

The Plan consists of six schemes with various vesting periods from the grant date subject to satisfaction of vesting conditions. The method of settlement under the Plan is by issue of equity shares of the Company and there are no cash settlement alternatives for the employees.

Vested options can be exercised over a period of ten years from the grant date. The Exercise Price is the fair value of the equity share as on the date of the grant or as decided by the Nomination and remuneration committee. The time and performance based options under Scheme 1, 2, 3, 4, 5 and 6 become vested as below:

The time and performance based options under Scheme 1 become eligible on an annual basis at 30%, 30%, 20% and 20% over a period of four years and vesting starts from second year. The time and performance based options under Scheme 2 become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years and vesting starts from third year. The time based options under Scheme 3 become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years and vesting starts from third year. The time based options under Scheme 4 become eligible on annual basis at 100% and vest on second year from the grant date. The time based options under Scheme 5 become eligible and vest on an annual basis at 25%, 25%, and 50% over a period of three years. The time based options under Scheme 6 become eligible on an annual basis at 0%, 25%, 50% and 25% over a period of four years and The performance based options under Scheme 6 become eligible on an annual basis at 25%, 25%, 25% and 25% over a period of four years.

The fair value of equity share options is estimated at the date of grant using Black- Scholes model, taking into account the terms and conditions upon which the share options were granted. Based on the historical trends, 50% of stock options are expected to be vested and exercised, accordingly the total compensation cost recognised in the statement of profit and loss is ₹159.20 (March 31, 2024: 93.17).

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

(A) Details of options granted under ESOP 2018 by the Board/Nomination and Remuneration committee are as below:

| Grant                   | Grant date       | Number of options granted | Number of options outstanding | Exercise Price (in ₹) | Fair value at grant date (in ₹) |
|-------------------------|------------------|---------------------------|-------------------------------|-----------------------|---------------------------------|
| 1 <sup>st</sup> Grant   | May 10, 2018     | 4,63,750                  | -                             | 220.00                | 222.10                          |
| 2 <sup>nd</sup> Grant   | October 31, 2018 | 9,000                     | -                             | 233.90                | 233.90                          |
| 3 <sup>rd</sup> Grant   | April 01, 2019   | 75,780                    | -                             | 236.90                | 236.90                          |
| 4 <sup>th</sup> Grant * | March 25, 2021   | 8,66,853                  | 19,251                        | 111.11                | 111.11                          |
| 5 <sup>th</sup> Grant   | May 29, 2023     | 2,51,291                  | 1,56,835                      | 318.00                | 376.05                          |
| 6 <sup>th</sup> Grant   | May 08, 2024     | 2,41,470                  | 1,66,510                      | 519.00                | 666.05                          |

\* The aforementioned shares are post subdivision of equity shares and before bonus issue (refer note 10(a)(v)).

(B) The movement of stock options during the period (in No's):

| Particulars                        | No of stock options |
|------------------------------------|---------------------|
| <b>As at April 01, 2023</b>        | <b>6,07,513</b>     |
| Granted during the year            | 2,51,291            |
| Vested/exercisable during the year | 2,14,510            |
| Forfeited/lapsed during the year   | (1,05,664)          |
| Exercised during the year          | (2,74,518)          |
| <b>As at March 31, 2024</b>        | <b>4,78,622</b>     |
| Granted during the year            | 2,41,470            |
| Vested/exercisable during the year | 60,185              |
| Forfeited/lapsed during the year   | (86,911)            |
| Exercised during the year          | (2,90,585)          |
| <b>As at March 31, 2025</b>        | <b>3,42,596</b>     |

(C) Disclosures as per IND AS 102 for outstanding options:

| Particulars   | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Weighted average exercise price for outstanding options at year end (in ₹)      | 404.07               | 199.81               |
| Weighted average remaining contractual life for outstanding options at year end | 9.50 years           | 7.92 years           |
| Range of exercise prices for outstanding options at year end (in ₹)             | 111.11 to 519.00     | 111.11 to 318.00     |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

(D) The key assumption used to estimate the fair value of stock option as on grant date:

| Grant date       | Dividend yield | Risk-free interest rate | Expected life of options granted in years | Expected volatility |
|------------------|----------------|-------------------------|---|---------------------|
| May 10, 2018     | 0%             | 7.95%                   | 5.5 Years to 7 Years                      | 21.32%              |
| October 31, 2018 | 0%             | 7.84%                   | 5.5 Years to 7 Years                      | 24.95%              |
| April 01, 2019   | 0%             | 7.15%                   | 5.5 Years to 7 Years                      | 29.52%              |
| March 25, 2021   | 0%             | 6.12%                   | 5.5 Years to 7 Years                      | 43.78%              |
| May 29, 2023     | 0.26%          | 6.74% to 6.80%          | 1.5 Years to 4.5 Years                    | 43.91%              |
| May 08, 2024     | 0.26%          | 6.96% to 7.03%          | 1.5 Years to 4.5 Years                    | 41.30%              |

## 29. RELATED PARTIES

### (a) Details of related parties

| Description of relationship                     | Name of the related parties   |
|---|---|
| Person exercising control                       | Dr. S Surendranath Reddy (Executive Chairman) (also a KMP)                            |
| Key Management Personnel (KMP)                  | Dr. S Surendranath Reddy (Executive Chairman)   |
|   | S Suprita Reddy (Managing Director & Chief Executive Officer)                         |
|   | K Sunil Chandra (Executive Director)  |
|   | S Geetha Reddy (Director)   |
|   | Narasimha Raju.K.A (Chief Financial Officer upto 26 March 2025)                       |
|   | Ramachandra Reddy S (Chief Financial Officer w.e.f. 12 May 2025)                      |
|   | Hansraj Singh Rajput (Company Secretary)  |
| Independent Directors                           | Dr.D.Nageshwar Reddy  |
|   | Mr. S P Singh   |
|   | Mr. Satyanarayana Murthy Chavali  |
|   | Dr. Manjula Anagani   |
| Enterprise where KMP has Significance Influence | Vijaya Hospitals Private Limited  |
|   | Summit Nutraceuticals Private Limited   |
|   | Kshetra Agritech Private Limited  |
|   | Trikona Pharmaceuticals Private Limited   |
|   | Trikona Holdings LLP  |
|   | Vijaya Holdings India LLP   |
|   | S Square Properties LLP   |
|   | Park Health Systems Private Limited   |
|   | Asian Institute of Gastroenterology Private Limited                                   |
|   | Asian Institute Of Nephrology And Urology (Vizag) Private Limited (upto 22 Mach 2024) |
|   | Asian Institute Of Nephrology And Urology Private Limited (upto 22 Mach 2024)         |
|   | Anua Living LLP   |
|   | Barina Resorts Private limited  |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (a) Details of related parties (Contd.)

| Description of relationship | Name of the related parties              |
|-----------------------------|--|
| Relative of KMP             | B Vishnu Priya (Wife of K Sunil Chandra) |
| Controlled Trust            | Vijaya Diagnostic Charitable Trust       |

## (b) Details of transactions during the year \*

| Particulars   | For the year ended<br>31 March 2025 | For the year ended<br>31 March 2024 |
|---|-------------------------------------|-------------------------------------|
| <b>Rent paid</b>  |                                     |                                     |
| Dr. S Surendranath Reddy  | 540.03                              | 470.31                              |
| K Sunil Chandra   | 115.09                              | 107.53                              |
| S Suprita Reddy   | 110.66                              | 102.61                              |
| S Geetha Reddy  | 464.98                              | 428.63                              |
| B Vishnu Priya  | 2.02                                | 1.91                                |
| Vijaya Hospitals Private Limited                                  | 135.63                              | 120.82                              |
| <b>Rental deposits given, net</b>                                 |                                     |                                     |
| Dr. S Surendranath Reddy  | 88.46                               | -                                   |
| K Sunil Chandra   | 2.64                                | -                                   |
| S Suprita Reddy   | 2.64                                | -                                   |
| S Geetha Reddy  | 25.76                               | -                                   |
| Vijaya Holdings India LLP   | 19.51                               | -                                   |
| <b>Sale of services</b>   |                                     |                                     |
| Park Health Systems Private Limited                               | 76.63                               | 76.49                               |
| Asian Institute Of Nephrology And Urology (Vizag) Private Limited | 0.45                                | 0.17                                |
| Asian Institute Of Nephrology And Urology Private Limited         | 0.78                                | 0.92                                |
| <b>Remuneration to KMP **</b>                                     |                                     |                                     |
| Dr. S Surendranath Reddy  | 200.00                              | 200.00                              |
| K Sunil Chandra   | 100.00                              | 100.00                              |
| S Suprita Reddy   | 275.00                              | 275.00                              |
| Narasimha Raju K.A*   | 85.19                               | 76.59                               |
| Hansraj Singh Rajput*   | 24.70                               | 20.30                               |
| <b>Independent directors sitting fee/commision</b>                |                                     |                                     |
| Dr. D.Nageshwar Reddy   | 12.00                               | 12.00                               |
| Mr. S P Singh   | 12.00                               | 12.00                               |
| Mr. Satyanarayana Murthy Chavali                                  | 12.00                               | 12.00                               |
| Dr. Manjula anagani   | 12.00                               | 12.00                               |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## (c) Amounts due (to)/from related parties

| Particulars   | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|---|-------------------------|-------------------------|
| <b>Rent payable</b>   |                         |                         |
| Dr. S Surendranath Reddy  | -                       | 36.10                   |
| S Suprita Reddy   | -                       | 7.89                    |
| K Sunil Chandra   | -                       | 8.30                    |
| Vijaya Hospitals Private Limited                                  | -                       | 9.22                    |
| S Geetha Reddy  | 0.37                    | 32.89                   |
| B Vishnu Priya  | -                       | 0.16                    |
| <b>Rental deposits</b>  |                         |                         |
| Vijaya Hospitals Pvt. Ltd.  | 34.95                   | 34.95                   |
| Dr. S Surendranath Reddy  | 201.81                  | 113.35                  |
| S Suprita Reddy   | 40.80                   | 38.15                   |
| K Sunil Chandra   | 34.45                   | 31.81                   |
| S Geetha Reddy  | 157.43                  | 129.82                  |
| B Vishnu Priya  | 0.72                    | 0.72                    |
| Vijaya Holdings India LLP   | 19.51                   | -                       |
| <b>Trade receivables</b>  |                         |                         |
| Park Health Systems Private Limited                               | 13.51                   | 7.49                    |
| Asian Institute of Nephrology and Urology (Vizag) Private Limited | 0.04                    | 0.08                    |
| Asian Institute of Nephrology and Urology Private Limited         | 0.16                    | 0.25                    |
| <b>Remuneration payable to KMP</b>                                |                         |                         |
| Narasimha Raju K.A  | 4.29                    | 4.90                    |
| Hansraj Singh Rajput  | 1.77                    | 1.66                    |

### Note:

- All transactions with these related parties are at arm's length basis and resulting outstanding receivables and payables including financial assets and financial liabilities balances are settled in cash. None of the balances are secured. (All the amounts of transactions and balances disclosed in this note are gross and undiscounted).
- # Amounts paid as dividends to promoters and their relatives in the capacity of shareholders are not considered as related party transactions.
- \*\*The remuneration to key Managerial personnel does not include provision for gratuity and leave encashment, as they are determined for the Company as a whole.\* In addition to the remuneration, certain employee stock options were exercised, whose perquisite value is ₹346.46 Lakhs (previous year: ₹114.05).

## 30. ACQUISITION OF SUBSIDIARY

On December 21, 2023, the Company acquired 100% equity stake in 'PH Diagnostic Centre Private Limited' (PH). The purchase price of acquired entity on December 21, 2023 had been allocated based on fair values at acquisition date, for various assets and liabilities acquired under Share purchase agreement ('SPA'). The fair values of assets and liabilities acquired have been determined in accordance with IndAS 103 - 'Business Combinations'.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## A. Fair value of consideration transferred

| Particulars                | Amount (₹)       |
|----------------------------|------------------|
| Cash                       | 14,750.00        |
| <b>Total consideration</b> | <b>14,750.00</b> |

## B. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

| Particulars                                   | Note    | Amount (₹)      |
|---|---------|-----------------|
| <b>Assets</b>                                 |         |                 |
| Property, plant and equipment                 | 4 (a)   | 1,269.50        |
| Right-of-use assets                           | 4 (c)   | 922.88          |
| Other financial assets                        | 6 (e)   | 105.98          |
| Deferred tax assets, net                      | 7       | 47.62           |
| Other tax assets                              | 21      | 35.26           |
| Other assets                                  | 9       | 57.36           |
| Inventories                                   | 8       | 82.99           |
| Trade receivables                             | 6 (b)   | 296.13          |
| Cash and Cash equivalents                     | 6 (c)   | 162.67          |
| Other Bank balances                           | 6 (d)   | 4.08            |
| <b>Liabilities</b>                            |         |                 |
| Lease liabilities                             | 4 (c)   | (960.56)        |
| Trade payables                                | 11 (a)  | (183.47)        |
| Current tax liabilities                       | 21      | (30.74)         |
| Other liabilities                             | 12 & 13 | (159.57)        |
| <b>Total identifiable net assets acquired</b> |         | <b>1,650.13</b> |

## C. Amounts recognised as Goodwill and other intangibles

| Particulars                             | Amount (₹)       |
|---|------------------|
| Fair value of consideration transferred | 14,750.00        |
| Fair value of net assets acquired       | 1,650.13         |
| <b>Goodwill</b>                         | <b>11,386.74</b> |
| <b>Brand</b>                            | <b>1,395.26</b>  |
| <b>Non-compete</b>                      | <b>317.87</b>    |

The goodwill is attributable mainly to the synergies, expected to be achieved by entering into new geography i.e., Pune and Maharashtra, explore and maximise business synergies between PH and the parent company.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## D. Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

| Assets acquired               | Valuation technique  |
|-------------------------------|--|
| Property, plant and equipment | <b>Market comparison technique and cost technique:</b> The valuation model considers quoted market prices for similar items when they are available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.  |
| Intangibles                   | <b>Relief-from-royalty method and with-without method:</b> Brand value is arrived using relief-from-royalty method by considering a five year projection of discounted estimates of net revenues, adjusted with the present value of tax amortization benefits on possible future amortizations of the brand. For valuing non-compete fees, with-without method has been used. |

## E. Summary of post acquisition revenue and profit of the acquired entities included in the consolidated statement of profit and loss for the year ended March 31, 2024

| Particulars  | Amount (₹) |
|--|------------|
| Revenues   | 1,305.90   |
| Net profit considered in the consolidated statement of profit and loss | 273.82     |

## F. The consolidated revenue and consolidated net profit of the Group for the year ended March 31, 2024 had acquisition taken place at April 01, 2023

| Particulars   | Amount (₹) |
|---|------------|
| Consolidated revenue from operations                  | 57,914.62  |
| Consolidated profit for the year ended March 31, 2024 | 11,989.70  |

## G. For acquired receivables

Fair value of the acquired trade receivables at the date of acquisition is Rs. 296.13 lakhs. The trade receivables comprise gross contractual amounts due of Rs. 296.13 lakhs, of which Rs. Nil was expected to be uncollectable at the date of acquisition.

## 31. CAPITAL MANAGEMENT

The Group's policy is to maintain a stable and strong capital structure with a focus on equity so as to provide returns to shareholders, benefits to other stakeholders, creditors and to sustain future development and growth of the business. In order to maintain the capital structure, the Group monitors the return on capital as well as debt to total equity ratio. The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. For the purpose of debt to total equity, debt includes its long-term and short-term borrowings. Total equity comprises of issued share capital and all other equity reserves.

| Particulars              | March 31, 2025 | March 31, 2024 |
|--------------------------|----------------|----------------|
| Total debt               | -              | -              |
| Total equity             | 79,914.25      | 65,991.12      |
| <b>Debt equity ratio</b> | <b>-</b>       | <b>-</b>       |

The Group's bank balances as at March 31, 2025 is ₹9,685.69 (March 31, 2024: ₹7,481.37) which are significantly higher than the debt outstanding of ₹ Nil (March 31, 2024: ₹ Nil).

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 32. FINANCIAL INSTRUMENTS

### A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

| Particulars                        | Note   | March 31, 2025   |                  | March 31, 2024   |                  | Fair value level |
|------------------------------------|--------|------------------|------------------|------------------|------------------|------------------|
|                                    |        | Amortised Cost   | Fair value       | Amortised Cost   | Fair value       |                  |
| <b>Financial assets</b>            |        |                  |                  |                  |                  |                  |
| <b>Investments</b>                 |        |                  |                  |                  |                  |                  |
| - in mutual funds - FVTPL          | 6 (a)  | -                | 18,460.13        | -                | 10,912.98        | Level 1          |
| - in equity instruments - FVOCI    | 6 (a)  | -                | 4.00             | -                | 4.00             | Level 3          |
| Trade receivables                  | 6 (b)  | 1,475.87         | -                | 1,623.97         | -                |                  |
| Cash and cash equivalents          | 6 (c)  | 1,280.11         | -                | 2,224.77         | -                |                  |
| Other bank balances                | 6 (d)  | 3,607.77         | -                | 5,082.99         | -                |                  |
| Other financial assets             | 6 (e)  | 6,427.94         | -                | 1,442.37         | -                |                  |
| <b>Total financial assets</b>      |        | <b>12,791.69</b> | <b>18,464.13</b> | <b>10,374.10</b> | <b>10,916.98</b> |                  |
| <b>Financial liabilities</b>       |        |                  |                  |                  |                  |                  |
| Lease liabilities                  | 4 (c)  | 31,957.67        | -                | 25,918.23        | -                |                  |
| Trade payables                     | 11 (a) | 3,313.39         | -                | 3,294.97         | -                |                  |
| Other financial liabilities        | 11 (b) | 9,245.46         | -                | 1,139.85         | -                |                  |
| <b>Total financial liabilities</b> |        | <b>44,516.52</b> | <b>-</b>         | <b>30,353.05</b> | <b>-</b>         |                  |

The fair value of trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, borrowings, trade payables and other financial liabilities approximate their carrying amount largely due to short-term nature of these instruments. Investments in mutual funds, which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

### B. Measurement of fair values

#### i. Valuation techniques and significant unobservable inputs

Investment in equity instruments: The fair value of investment in equity instruments approximate to its carrying value. Hence, no fair value gain/ (loss) is accounted in OCI.

| Name of financial asset              | Valuation technique   | Significant unobservable inputs                         |
|--------------------------------------|---|---|
| Investment in unquoted equity shares | Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow to the Group arising from the investments in financial assets | Long term, growth rate, Discount rate, Revenue multiple |

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in the current financial year and no transfers in either direction in the last financial year.

## iii. Level 3 fair values

| Particulars                              | FVOCI equity securities |                |
|--|-------------------------|----------------|
|  | March 31, 2025          | March 31, 2024 |
| Balance as at the beginning of the year  | 4.00                    | 4.00           |
| Investment made                          | -                       | -              |
| Net change in fair value (Unrealised)    | -                       | -              |
| <b>Balance as at the end of the year</b> | <b>4.00</b>             | <b>4.00</b>    |

## 32. FINANCIAL INSTRUMENTS - FAIR VALUATION AND RISK MANAGEMENT

### C. Financial Risk Management

The Group activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

| Risk           | Exposure arising from  | Measurement  | Management   |
|----------------|--|--|--|
| Credit Risk    | Trade receivables, security deposits, bank deposits and loans. | Ageing analysis. Credit score of customers/entities.                                 | Monitoring the credit limits of customers and obtaining security deposits.   |
| Liquidity Risk | Borrowing  | Cash flow forecasts managed by finance team under the overview of Senior Management. | Working capital management by Senior Management. The excess liquidity is channelised through bank deposits and investment in mutual funds. |

The Group's risk management is carried out by the Senior Management under policies approved by the Board of Directors. The Board of Directors provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

### i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans.

The Group has no significant concentration of credit risk with any counterparty.

### Trade receivables and loans

Customer credit risk is managed by the respective department subject to Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits as defined by the Group. Outstanding customer receivables are regularly monitored.

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

### Expected credit loss (ECL) assessment for individual customers:

As per simplified approach, the Group makes provision of expected credit losses on trade receivable using a provision matrix to mitigate the risk of default payment and make appropriate provision at each reporting date.

| Trade receivables        | As at March 31, 2025 |                 |               |                 | As at March 31, 2024 |                 |               |                 |
|--------------------------|----------------------|-----------------|---------------|-----------------|----------------------|-----------------|---------------|-----------------|
|                          | ECL Rate             | Gross amount    | ECL amount    | Net amount      | ECL Rate             | Gross amount    | ECL amount    | Net amount      |
| below 90 days past due   | 1.72%                | 1,154.77        | 19.90         | 1,134.87        | 0.63%                | 697.64          | 4.41          | 693.23          |
| 91 to 180 days past due  | 13.54%               | 134.12          | 18.16         | 115.96          | 1.93%                | 487.55          | 9.43          | 478.12          |
| 181 to 270 days past due | 7.05%                | 134.08          | 9.45          | 124.63          | 3.94%                | 319.14          | 12.57         | 306.57          |
| 271 to 360 days past due | 13.76%               | 60.69           | 8.35          | 52.34           | 7.87%                | 102.52          | 8.07          | 94.45           |
| 361 to 450 days past due | 17.00%               | 42.54           | 7.23          | 35.31           | 13.19%               | 31.99           | 4.22          | 27.77           |
| 451 to 540 days past due | 38.64%               | 19.41           | 7.50          | 11.91           | 16.02%               | 7.18            | 1.15          | 6.03            |
| 541 to 630 days past due | 85.71%               | 2.45            | 2.10          | 0.35            | 19.56%               | 16.82           | 3.29          | 13.53           |
| 631 to 720 days past due | 95.66%               | 11.53           | 11.03         | 0.50            | 45.88%               | 7.89            | 3.62          | 4.27            |
| above 720 days past due  | 100.00%              | 137.11          | 137.11        | -               | 100.00%              | 174.07          | 174.07        | -               |
| <b>Total</b>             |                      | <b>1,696.70</b> | <b>220.83</b> | <b>1,475.87</b> |                      | <b>1,844.80</b> | <b>220.83</b> | <b>1,623.97</b> |

The ageing analysis of the receivables has been considered from the date the invoice falls due.

| Particulars    | Less than 180 days | More than 180 days | Provision | Total    |
|----------------|--------------------|--------------------|-----------|----------|
| March 31, 2025 | 1,308.51           | 388.19             | (220.83)  | 1,475.87 |
| March 31, 2024 | 1,184.54           | 660.26             | (220.83)  | 1,623.97 |

Management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

### The movement in the allowance for impairment in respect of trade receivables is as follows:

| Particulars   | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Balance at the beginning of the year                            | 220.83         | 176.10         |
| <b>Add:</b> Allowance measured at lifetime expected credit loss | -              | 48.00          |
| <b>Less:</b> Amounts written off                                | -              | (3.27)         |
| <b>Balance at the end of the year</b>                           | <b>220.83</b>  | <b>220.83</b>  |

Credit risk on cash and cash equivalents, deposits with banks is generally low as the said deposits have been made with the banks who have been assigned high credit rating by credit rating agencies. Investments of surplus funds are made only with approved financial institutions. Investments primarily include investments in mutual funds.

The security deposit pertains to rent deposit given to lessors. The Company does not expect any losses from non-performance by these counter-parties.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## ii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The finance team monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash outflows on trade payables and other financial liabilities and any excess/ short liquidity is managed in the form of current borrowings, bank deposits and investment in mutual funds as per the approved frame work.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

| March 31, 2025              | Carrying amount  | Total            | Contractual cash flows |                 |                 |                  |                   |
|-----------------------------|------------------|------------------|------------------------|-----------------|-----------------|------------------|-------------------|
|                             |                  |                  | 6 months or less       | 6-12 months     | 1-2 years       | 2-5 years        | More than 5 years |
| Lease liabilities           | 31,957.67        | 51,070.70        | 2,524.88               | 2,416.26        | 4,269.75        | 12,651.97        | 29,207.84         |
| Trade payables              | 3,313.39         | 3,313.39         | 3,313.39               | -               | -               | -                | -                 |
| Capital creditors           | 8,311.03         | 8,311.03         | 8,311.03               | -               | -               | -                | -                 |
| Other financial liabilities | 934.43           | 934.43           | 934.43                 | -               | -               | -                | -                 |
|                             | <b>44,516.52</b> | <b>63,629.55</b> | <b>15,083.73</b>       | <b>2,416.26</b> | <b>4,269.75</b> | <b>12,651.97</b> | <b>29,207.84</b>  |

| March 31, 2024              | Carrying amount  | Total            | Contractual cash flows |                 |                 |                 |                   |
|-----------------------------|------------------|------------------|------------------------|-----------------|-----------------|-----------------|-------------------|
|                             |                  |                  | 6 months or less       | 6-12 months     | 1-2 years       | 2-5 years       | More than 5 years |
| Lease liabilities           | 25,918.23        | 40,173.64        | 1,885.05               | 1,926.89        | 3,733.61        | 9,283.33        | 23,344.76         |
| Trade payables              | 3,294.97         | 3,294.97         | 3,294.97               | -               | -               | -               | -                 |
| Capital creditors           | 305.07           | 305.07           | 305.07                 | -               | -               | -               | -                 |
| Other financial liabilities | 834.78           | 834.78           | 834.78                 | -               | -               | -               | -                 |
|                             | <b>30,353.05</b> | <b>44,608.46</b> | <b>6,319.87</b>        | <b>1,926.89</b> | <b>3,733.61</b> | <b>9,283.33</b> | <b>23,344.76</b>  |

Except for these financial liabilities, it is not expected that cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

## 33. ADDITIONAL INFORMATION AS REQUIRED UNDER PARA 2 OF GENERAL INSTRUCTION FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS OF SCHEDULE III TO THE ACT.

| S r .<br>No. | Name of Company  | March 31, 2025  |                                       |                         |   |  |                                       |   |   |
|--------------|--|---|---------------------------------------|-------------------------|---|--|---------------------------------------|---|---|
|              |  | Net assets, i.e., total assets<br>minus total liabilities |                                       | Share in profit/ (loss) |   | Share in other comprehensive<br>income /(loss) |                                       | Share in total comprehensive<br>income/(loss) |   |
|              |  | Amount  | As % of<br>consolidated<br>net assets | Amount                  | As % of<br>consolidated<br>profit/ (loss) | Amount   | As % of<br>consolidated net<br>assets | Amount  | As % of<br>consolidated<br>profit/ (loss) |
|              | <b>Parent</b>  |   |                                       |                         |   |  |                                       |   |   |
|              | Vijaya Diagnostic Centre Limited                             | 78,363.62   | 98.06%                                | 13,501.22               | 93.89%                                    | (24.10)  | (6179.49)%                            | 13,477.12                                     | 93.72%                                    |
|              | <b>Subsidiaries (including step down<br/>subsidiaries) *</b> |   |                                       |                         |   |  |                                       |   |   |
| 1            | Medinova Diagnostic Services Limited                         | (119.64)  | (0.15)%                               | 88.94                   | 0.62%                                     | (1.98)   | (507.43)%                             | 86.96   | 0.60%                                     |
| 2            | VDC Diagnostic (Karnataka) LLP                               | 492.09  | 0.62%                                 | 31.37                   | 0.22%                                     | -  | 0.00%                                 | 31.37   | 0.22%                                     |
| 3            | Medinova Millennium MRI Services LLP                         | 291.69  | 0.37%                                 | 100.76                  | 0.70%                                     | -  | 0.00%                                 | 100.76  | 0.70%                                     |
| 4            | PH Diagnostic Centre Private Limited                         | 1,525.73  | 1.91%                                 | 712.92                  | 4.96%                                     | 26.47  | 6787.18%                              | 739.39  | 5.14%                                     |
|              | <b>Non-controlling interest in all<br/>subsidiaries</b>      | <b>342.85</b>   | <b>0.43%</b>                          | <b>71.82</b>            | <b>0.50%</b>                              | <b>(0.75)</b>                                  | <b>(192.31)%</b>                      | <b>71.07</b>                                  | <b>0.49%</b>                              |
|              | <b>Total</b>   | <b>80,896.34</b>  | <b>101.23%</b>                        | <b>14,507.03</b>        | <b>100.89%</b>                            | <b>(0.36)</b>                                  | <b>(92.04)%</b>                       | <b>14,506.67</b>                              | <b>100.88%</b>                            |
|              | Consolidation adjustments                                    | (982.09)  | (1.23)%                               | (127.68)                | (0.89)%                                   | 0.75   | 192.04%                               | (126.93)                                      | (0.88)%                                   |
|              | <b>Net amount</b>  | <b>79,914.25</b>  | <b>100.00%</b>                        | <b>14,379.35</b>        | <b>100.00%</b>                            | <b>0.39</b>                                    | <b>100.00%</b>                        | <b>14,379.74</b>                              | <b>100.00%</b>                            |

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

### 33. ADDITIONAL INFORMATION AS REQUIRED UNDER PARA 2 OF GENERAL INSTRUCTION FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS OF SCHEDULE III TO THE ACT. (Contd.)

| Sr. no. | Name of Company  | March 31, 2024   |                                 |                         |                                   |  |                               |   |                                     |
|---------|--|--|---------------------------------|-------------------------|-----------------------------------|--|-------------------------------|---|-------------------------------------|
|         |  | Net assets, i.e., total assets minus total liabilities |                                 | Share in profit/ (loss) |                                   | Share in other comprehensive income / (loss) |                               | Share in total comprehensive income/ (loss) |                                     |
|         |  | Amount   | As % of consolidated net assets | Amount                  | As of consolidated profit/ (loss) | Amount                                       | As of consolidated net assets | Amount                                      | As % of consolidated profit/ (loss) |
|         | <b>Parent</b>  |  |                                 |                         |                                   |  |                               |   |                                     |
|         | Vijaya Diagnostic Centre Limited                       | 65,332.11  | 99.00%                          | 11,460.20               | 95.79%                            | (12.44)                                      | 110.87%                       | 11,447.76                                   | 95.78%                              |
|         | <b>Subsidiaries (including step down subsidiaries)</b> |  |                                 |                         |                                   |  |                               |   |                                     |
| 1       | Medinova Diagnostic Services Limited                   | (206.60)   | (0.31)%                         | 75.27                   | 0.63%                             | 1.22   | (10.87)%                      | 76.49                                       | 0.64%                               |
| 2       | VDC Diagnostic (Karnataka) LLP                         | 460.72   | 0.70%                           | 25.09                   | 0.21%                             | -  | 0.00%                         | 25.09                                       | 0.21%                               |
| 3       | Medinova Millennium MRI Services LLP                   | 190.94   | 0.29%                           | 124.61                  | 1.04%                             | -  | 0.00%                         | 124.61                                      | 1.04%                               |
| 4       | P H Diagnostic Centre Private Limited                  | 786.34   | 1.19%                           | 273.82                  | 2.29%                             | -  | 0.00%                         | 273.82                                      | 2.29%                               |
|         | <b>Non-controlling interest in all subsidiaries</b>    | <b>271.78</b>  | <b>0.41%</b>                    | <b>81.18</b>            | <b>0.68%</b>                      | <b>0.46</b>                                  | <b>(4.10)%</b>                | <b>81.64</b>                                | <b>0.68%</b>                        |
|         | <b>Total</b>   | <b>66,835.29</b>                                       | <b>101.28%</b>                  | <b>12,040.17</b>        | <b>100.64%</b>                    | <b>(10.76)</b>                               | <b>95.90%</b>                 | <b>12,029.41</b>                            | <b>100.64%</b>                      |
|         | Consolidation adjustments                              | (844.17)   | (1.28)%                         | (76.46)                 | (0.64)%                           | (0.46)                                       | 4.10%                         | (76.92)                                     | (0.64)%                             |
|         | <b>Net amount</b>                                      | <b>65,991.12</b>                                       | <b>100.00%</b>                  | <b>11,963.71</b>        | <b>100.00%</b>                    | <b>(11.22)</b>                               | <b>100.00%</b>                | <b>11,952.49</b>                            | <b>100.00%</b>                      |

#### Note:

The disclosure as above represents separate information for each of the consolidated entities before elimination of inter-company transactions. The net impacts on elimination of inter company transactions/ profits/ Consolidation adjustments have been disclosed separately. Based on the group structure, the Management is of the view that the above disclosure is appropriate under requirements of the Act.

# Notes to the Consolidated Financial Statements (Contd.)

for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

## 34. ADDITIONAL REGULATORY INFORMATION PURSUANT TO THE REQUIREMENT IN DIVISION II OF SCHEDULE III TO THE COMPANIES ACT, 2013

- i. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii. The Group does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- iii. The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- iv. The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- v. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi. The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii. The Group has not entered into any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income

during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

- viii. The Group has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.
- ix. The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

**35.** The Parent received a letter dated July 5, 2021, March 14, 2022 and September 16, 2022 under Section 37 of the Foreign Exchange Management Act, 1999 read with Section 133(6) of the Income Tax Act, 1961 from the Directorate of Enforcement, Government of India ("ED") requesting certain information for the purpose of their investigation. The Parent responded to the ED letter by letter dated August 5, 2021, March 31, 2022 and September 29, 2022 by providing the information requested for. The letter had only sought certain information, which had been complied with, and it is not a show cause notice or demand letter at this stage, and there is no impact to the financial statements.

## 36. SOCIAL SECURITY CODE

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020. The Group will assess the impact and its evaluation once the subject rules are notified. The Group will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

## 37. SCHEME OF AMALGAMATION

The Board of Directors of the Company at their meeting held on 26 June 2024, have considered and approved the proposed Scheme of Amalgamation ("Scheme") wherein Medinova Diagnostic Services Limited (Subsidiary Company) would merge into the Company with effect from 01 April 2024 ("the Appointed Date") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and other rules and regulations framed

# Notes to the Consolidated Financial Statements (Contd.)

## for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except for share data or as otherwise stated)

thereunder ("Scheme"). The Company has received letter with "no adverse observations" from the BSE Limited, National Stock Exchange of India Limited and SEBI on December 05, 2024, and further vide National Company Law Tribunal ("NCLT"), Hyderabad, order dated March 5, 2025 ("Order"), the company has obtained the approval of the shareholders and the Unsecured Creditors vide resolutions passed at the their meetings held on April 25, 2025, respectively. The scheme is subject to the approval of the NCLT, and such other approvals, permissions, and sanctions of regulatory and other authorities as may be necessary.

### 38. SUBSEQUENT EVENTS

Subsequent to March 31, 2025, the Board of Directors of the Company at its meeting held on May 12, 2025 has recommended a final dividend of ₹2/- per equity share (amounting to ₹2,052.74) which is subject to approval at the ensuing Annual General Meeting of the Company and hence was not recognised as a liability.

As per our report of even date attached

**For B S R and Co**  
Chartered Accountants  
ICAI Firm registration number: 128510W

For and on behalf of the Board of Directors of  
**Vijaya Diagnostic Centre Limited**  
CIN: L85195TG2002PLC039075

**Balkishan Kabra**  
Partner  
Membership Number: 221202

**Dr. S. Surendranath Reddy**  
Executive Chairman  
DIN: 00108599

**S. Suprita Reddy**  
Managing Director  
DIN: 00263618

**Hansraj Singh Rajput**  
Company Secretary  
Membership No: F11438

**K. Sunil Chandra**  
Executive Director  
DIN: 01409332

**Ramachandra Reddy S**  
Chief Financial Officer

**Place:** Hyderabad  
**Date:** May 12, 2025

**Place:** Hyderabad  
**Date:** May 12, 2025



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

**VIJAYA DIAGNOSTIC CENTRE LIMITED**

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