

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

Dear Sir/Ma'am,

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

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

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

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

Kunvarji Finstock Pvt. Ltd.

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

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CIN - U65910GJ1986PTC008979

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

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

For, Kunvarji Finstock Private Limited



Mr. Kunal Shah

Director (DIN: 00049623)

Place: Ahmedabad

Date: June 26, 2024

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

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

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

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

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

(Source: Management)

❖ Vijaya Diagnostic Centre Limited (Transferee Company)

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

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



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

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

(Source: Management)

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

❖ Transaction Overview

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

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

❖ Rationale of the Scheme

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



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

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

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

3. SOURCES OF INFORMATION

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

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

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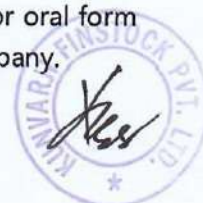
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The Management has been provided with the opportunity to review the draft fairness opinion report (excluding our fairness opinion on the share exchange ratio) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided.

4. PROCEDURES ADOPTED

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

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

5. LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

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

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

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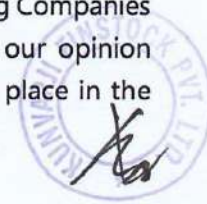
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financial position or businesses up to the date of approval of the Scheme by the Board of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.

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

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

5. OUR RECOMMENDATION

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

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

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

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

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

For, Kunvarji Finstock Private Limited


Mr. Kunal Shah

Director (DIN: 00049623)



Date: June 26, 2024

Place: Ahmedabad

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STRICTLY PRIVATE & CONFIDENTIAL

June 26, 2024

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

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

Dear Sir(s),

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

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

1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT

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



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

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

1.2 Vijaya Diagnostic Centre Limited

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

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

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

1.3 Medinova Diagnostic Services Limited

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

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

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



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

2. SOURCES OF INFORMATION

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

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

3. EXCLUSIONS AND LIMITATIONS

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

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

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



4. REVIEW OF DOCUMENTS

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

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

5. VALUATION METHODOLOGY ADOPTED BY THE JOINT VALUERS

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

6. CONCLUSION

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

Thanking you.

Yours faithfully,

For Fortress Capital Management Services Pvt. Ltd.



Authorized Signatory

Place: Mumbai

SEBI Registration No.: INM000011146

