

27TH ANNUAL REPORT
2019 - 2020

CORPORATE INFORMATION

Board of Directors

Dr. Sura Surendranath Reddy - Chairman- Non Executive Director
 Mr. Sunil Chandra Kondapally - Managing Director
 Mrs. B. Vishnu Priya Reddy - Non-Executive Director
 Mr. K.V. Ravindra Reddy - Independent Director
 Mr. P. Kamalakar Rao - Independent Director
 Dr. Balamba Puranam - Independent Director

Statutory Auditors

M/s. Ratnam Dhaveji & Co.,
 403, Alcazar Plaza, Road No.1,
 Banjara Hills, Hyderabad – 500034

Registered Office

7-1-58/A/FF/8, Amrutha Business Complex,
 Ameerpet, Hyderabad-500016
 Ph: 040 42604250
 Email: medicorp@medinovaindia.com
 website: www.medinovaindia.com

Registrar and Share Transfer Agent

XL Softech Systems Ltd
 3, Sagar Society, Road No.2,
 Banjara Hills, Hyderabad – 500 034
 Phone No(s): 040-23545913 / 14 / 15
 Email: xlfield@gmail.com

Chief Financial Officer

Mr. Hrusikesh Behera

Company Secretary

Ms. V. Sri Lakshmi

Bankers

HDFC Bank Limited
 Vijaya Bank
 UCO Bank

CONTENTS	PAGE NO.
Notice of 27 th AGM	1
Board's Report	9
Management Discussion & Analysis	24
Report on Corporate Governance	26
Standalone Financial Statements	37
Consolidated Financial Statements	68

Disclaimer:

In this Annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward- looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

NOTICE

Notice is hereby given that the **Twenty Seventh (27th)** Annual General Meeting of Medinova Diagnostic Services Limited will be held on Friday, the 25th September, 2020 at 11.00 a.m. IST through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.
2. To appoint a Director in place of Mrs. B. Vishnu Priya Reddy (DIN: 00108639) who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. Reappointment of Mr. P. Kamalakar Rao as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), as amended from time to time, Mr. P. Kamalakar Rao (DIN: 03057676), who was appointed as an Independent Director at the Twenty Second Annual General Meeting of the Company and who holds office up to 24th September, 2020 and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI(LODR) Regulations, 2015 and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office for a second term of five year with effect from 25th September, 2020 upto 24th September, 2025 and he shall not be subject to retirement by rotation.

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

**Date: 13-08-2020
Place: Hyderabad**

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

Registered Office:
#7-1-58/A/FF/8, Amrutha Business Complex,,
Ameerpet, Hyderabad: 500016,
Telangana, India.
CIN: L85110TG1993PLC015481
Email: medicorp@medinovaindia.com; www.medinovaindia.com
Tel: +91 040 42604250

Notes:

- 1) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19' (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic' ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, **the 27th AGM of the Company is being held through VC/OAVM on Friday, September 25, 2020 at 11.00 a.m. (IST).** The deemed venue for the AGM shall be the Registered Office of the Company.
- 2) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- 3) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars.
- 4) Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
- 5) 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 will be entitled to vote at the AGM.
- 6) The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the 27th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to medicorp@medinovaindia.com.
- 7) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of AGM.
- 8) 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 medicorp@medinovaindia.com.
- 9) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. 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, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, XL Softech Systems Limited at xlfield@gmail.com to receive copies of the Annual Report 2019-20 in electronic mode.

- 10) In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA and the SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Annual Report 2019-20 are available on the Company's website viz. <http://www.medinovaindia.com/investors.php>, and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com
- 11) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting folio number.
- 12) In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
- 13) 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). Members holding shares in physical form are required to submit their PAN details to the RTA.
- 14) The relevant details of the Directors seeking reappointment at this AGM in respect of business under item no. 2 and 3 as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circular, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (a) remote e-voting prior to the AGM (as explained at 'para A' herein below) or (b) e-voting during the AGM (as explained at 'para B' below). Instructions for members for attending the AGM through VC/OAVM are explained at 'para C' below.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, September 18, 2020 ('the cut-off date')**, shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., Friday, **September 18, 2020**.

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.

Any person, 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@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The Board of Directors has appointed Mr. D Balarama Krishna, Practicing Company Secretary (FCS: 8168, CP No. 22414) as the Scrutinizer to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.

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's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or any other person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.medinovaindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited where the securities of the Company are listed.

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 25, 2020.

[A] THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING PRIOR TO THE AGM:-

The remote e-voting period starts on Tuesday, September 22, 2020 (9.00 a.m. IST) and ends on Thursday, September 24, 2020 (5.00 p.m. IST). Remote e-voting shall be disabled by NSDL at 5:00 p.m. on September 24, 2020 and members shall not be allowed to vote through remote e-voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are explained below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

[B] THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those members who will be present in the AGM through VC/OAVM facility but have not cast their vote on the resolutions by availing the remote e-voting facility and are otherwise not barred from doing so. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to baramdesina@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. + 91-22-24994545

[C] INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address medicorp@medinovaindia.com on or before 5.00 p.m. (IST) on Tuesday, September 22, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
4. Members who would like to express their views/ ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at medicorp@medinovaindia.com between Saturday, September 19, 2020 (9:00 a.m. IST) and Tuesday, September 22, 2020 (5:00 p.m. IST). **Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM can reach out NSDL on evoting@nsdl.co.in, contact at 1800-222-990 or Ms. Sarita Mote, Assistant Manager - 022-24994890 email id: SaritaM@nsdl.co.in or call on +91 22 2499 4360 .

Procedure for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at xlfield@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA at xlfield@gmail.com.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

Annexure to Notice

Information provided pursuant to requirements given under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard in respect of individuals proposed to be appointed/ re-appointed as Director(s):

Name of Director	P. Kamalakar Rao	B. Vishnu Priya Reddy
Director Identification Number	03057676	00108639
Date of Birth	09.09.1952	30.06.1979
Date of first Appointment	10.11.2014	14.08.2019
Qualification	Chartered Accountant (CA)	Graduate in Computer Science
Category	Non-Executive Independent Director	Non-Executive Director
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being reappointed as an Independent Director not liable to retire by rotation for a second term of 5 years. No remuneration is being paid except sitting fee for attending Board and Committee meetings.	Being reappointed as a Director liable to retire by rotation. No remuneration and sitting fee is being paid for attending Board and Committee meetings
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. P. Kamalakar Rao and other directors.	Mrs. B. Vishnu Priya Reddy is related to Dr. Surendranath Reddy and Mr. K. Sunil Chandra.
Brief Resume and expertise in specific functional area	A Chartered Accountant by Profession having vast Experience in the field of Audit & Accounts.	She has vast experience of working in various positions in diagnostic service sector, hospitality industry and an active Social worker involved in uplifting of children and women.
*Directorships held in other Companies and Bodies Corporate as on March 31, 2020	NIL	NIL
Chairman / Member of the Committee of the Board of Directors of the Company	Chairman of the Audit Committee and Member of the Stakeholders Relationship Committee & the Nomination and Remuneration Committee.	NIL
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2020	NA	NA
No. of Equity Shares of Rs.10/- held in the Company as on 31.03.2020	NIL	NIL

*(Excluding Private, Section 8 Companies & Foreign Companies)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Mr. P. Kamalakar Rao (DIN: 03057676) was appointed as a Non-Executive Director in the category of Independent Directors for a period of five years, not liable to retire by rotation by the shareholders in the Annual General Meeting held on 25.09.2015. The first term of his appointment expires on 24.09.2020.

Accordingly, special resolution is proposed to take shareholders' approval for reappointment of Mr. P. Kamalakar Rao as a Non-Executive Independent Director for the second term of five years w.e.f. 25.09.2020 up to 24.09.2025.

Mr. P. Kamalakar Rao is a Chartered Accountant by Profession having vast Experience in the field of Audit & Accounts.

The Company has received from Mr. P. Kamalakar Rao requisite disclosures as required under the Companies Act, 2013 and declaration to the effect that he meets the criteria of independence as provided the Companies Act and SEBI (LODR) Regulations, 2015. Necessary notices in writing under the provisions of section 160 of the Act have also been received from the member of the Company proposing the candidature of Mr. P. Kamalakar Rao for the office of Independent Director.



Mr. P. Kamalakar Rao is a person of integrity, possess relevant expertise and vast experience. In the opinion of the Board, he fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder as also under the SEBI (LODR) Regulations, 2015 for reappointment as Independent Director and he is independent of the management.

Based on the professional skills, knowledge, expertise and the contributions made by Mr. P. Kamalakar Rao, during his association with the Company and also on the basis of his performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company considered it desirable that it will be in the interest of the Company to continue to avail the services of Mr. P. Kamalakar Rao as an Independent Director.

The Board of Directors accordingly recommends the Special Resolution as mentioned at item No. 3 of this Notice for approval of the Members of the Company.

Save and except Mr. P. Kamalakar Rao and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item No.3 of the Notice.

Additional information in respect of Mr. P. Kamalakar Rao, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given as Annexure to this Notice.

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

**Date: 13-08-2020
Place: Hyderabad**

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