MedPlus Health Services Limited

September 02, 2024

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001
Scrip Code: 543427

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: MEDPLUS

Dear Sir/Madam,

Subject: Filing of Notice of 18th Annual General Meeting of the Company for the Financial Year 2023-24

Pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder and the provisions of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of the 18th Annual General Meeting ('AGM') of the Company for the Financial Year 2023-24. The 18th Annual General Meeting is scheduled to be held on Thursday, September 26, 2024 at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The Register of Members and Share Transfer books will remain closed from September 19, 2024 to September 26, 2024 (both days inclusive) for the purpose of the AGM.

The same is also available on the Company's website i.e. www.medplusindia.com .

You are requested to take the same on record and disseminate the same on the website.

Thanking You
Yours faithfully

For MedPlus Health Services Limited

MANOJ KUMAR SRIVASTAVA
Digitally signed by MANOJ KUMAR SRIVASTAVA
Date: 2024.09.02 22:39:11 +05'30'

Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Enclosed: a/a

NOTICE

NOTICE is hereby given that **Eighteenth Annual General Meeting** ('18th AGM') of MedPlus Health Services Limited ('the Company') will be held on **Thursday, September 26, 2024, at 03:30 PM (IST),** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.**

2. **To appoint a Director in place of Mr. Anish Kumar Saraf (DIN: 00322784), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **Appointment of Ms. Aparna Surabhi (DIN: 01641633) as Non–Executive Independent Director of the Company.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17, 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, Ms. Aparna Surabhi (DIN: 01641633), who was appointed by the Board of Directors upon recommendation of the Nomination and Remuneration Committee as an Additional Director (Non-Executive Independent) in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director and meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder read with Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member of the Company proposing her candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five(5) consecutive years, with effect from July 01, 2024 to June 30, 2029, and her office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **Ratification of remuneration to M/s. M P R & Associates, Cost Accountants (Firm Registration No.: 000413), Cost Auditors of the Company for the financial year 2023-24 and 2024-25.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. M P R & Associates, Cost Accountants (Firm Registration No.: 000413), who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year 2023-24 and 2024-25, amounting to ₹1,30,000 (Rupees One Lakh Thirty Thousand Only) each year plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified.**"**

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board
For **MedPlus Health Services Limited**

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Registered Office:
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, Moosapet,
Kukatpally, Hyderabad - 500037, Telangana

Place: Hyderabad
Date: August 02, 2024

Notes:

1. In continuation of Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013, and the rules made thereunder, General Circular No. 20/2020, dated May 5, 2020, General Circular No. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")" (collectively referred to as "MCA Circulars") and SEBI vide its circular 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" and circular dated January 15, 2021, and January 5, 2023 ("SEBI Circulars"), permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the **18th AGM of the Company is scheduled to be held through VC/OAVM on Thursday, September 26, 2024, at 03:30 PM (IST). This notice of 18th AGM ("Notice") is approved by Board of Directors on August 02, 2024.** The proceedings of the 18th AGM shall be deemed to be conducted at the Registered Office of the Company at H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad - 500 037, Telangana, India.

   KFin Technologies Limited, Registrar & Transfer Agent of the Company, (earlier known as KFintech Private Limited) ("KFintech") shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 18 below.

2. Pursuant to the above-mentioned MCA Circulars, **physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.**

3. PURSUANT TO THE SECTION 105 OF THE COMPANIES ACT, 2013, 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 THROUGH VC/OAVM PURSUANT TO THE APPLICABLE MCA AND SEBI CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

4. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat. Corporate/ Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution/ authorization letter to the Scrutiniser at e-mail ID rashida@rna-cs.com with a copy marked to evoting@kfintech.com and to the Company at cs@medplusindia.com, authorising its representative(s) to attend and vote through VC/ OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.

5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 and as amended on April 01, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

6. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing under Item No. 3 and 4 of the accompanying Notice, are considered to be unavoidable by the Board and

hence, forms part of this Notice. The Explanatory Statement as required under section 102 of the Act, with respect to Item No. 3 and 4, is annexed hereto. Further, the relevant details with respect to item no. 3 and 4 pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, and Secretarial Standards on General Meetings issued by ICSI in respect of Director seeking re-appointment or appointment at this AGM are also annexed.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., September 26, 2024. Members seeking to inspect such documents can send an email to cs@medplusindia.com.

8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having their office at Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032.

9. NOMINATION:

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFintech at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

10. TRANSFER OF SHARES PERMITTED IN DEMATERIALISED FORM ONLY:

As per Regulation 40 of the Listing Regulations, as amended securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFintech to seek guidance in the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited viz. https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website www.medplusindia.com.

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting duly filled and signed forms, the format of which is available on the Company's website at www.medplusindia.com and on the website of the Company's RTA, https://www.kfintech.com/ It may be noted that any service request can be processed only after the folio is KYC compliant.

12. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the MCA General Circular No. 20/2020 dated May 05, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/

HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2024 pursuant to section 136 of the Act and Notice calling the 18th AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/KFintech or the Depository Participant(s). In case of the shares held jointly by two or more persons, the Notice shall be given to the person whose name appears first as per the record of the Depository or the Company and will be entitled to vote during the AGM, as the case may be. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member unless any member has requested for a hard copy of the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.

13. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2023-2024 is available on the website of the Company at www.medplusindia.com , website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

14. Members are requested to:

    - intimate to KFintech, changes, if any, in their name, registered address, email address, telephone/mobile numbers at an early date, in case of Shares held in physical form;
    - intimate to the respective Depository Participant, changes, if any, in their name, registered address, email address, telephone/mobile numbers at an early date, in case of Shares held in dematerialised form;
    - quote their folio numbers/Client ID/DP ID in all correspondence;
    - consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
    - register their PAN with their Depository Participants, in case of Shares held in dematerialised form and KFintech/Company, in case of Shares held in physical form, as directed by SEBI in Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.

15. SCRUTINISER FOR E-VOTING:

Ms. Rashida Adenwala, Practicing Company Secretary (Membership No. FCS 4020) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

16. SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM:

For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id ir@medplusindia.com /cs@medplusindia.com at least 72 hours before the time fixed for the AGM i.e. by 4:00 PM (IST) on September 23, 2024, mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

Alternatively, Members holding shares as on the record date i.e. September 19, 2024, may also visit https://emeetings.kfintech.com and click on the tab "Post Your Queries" and post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be closed 72 hours before the time fixed for the AGM by 4:00 PM (IST) i.e. on September 23, 2024.

Members can also post their questions during AGM through the "Ask A Question" tab, which is available in the VC/OAVM facility as well as in the one way live webcast facility.

The Company will, at the AGM, endeavour to address the queries received till 4:00 PM (IST) on September 23, 2024, from those Members who have sent queries from their registered email

IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

17. SPEAKER REGISTRATION BEFORE AGM:

Members of the Company, holding shares as on the cut-off date i.e. September 19, 2024 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting https://emeetings.kfintech.com and clicking on "Speaker Registration" during the period from September 22, 2024 (10:00 AM IST) up to September 24, 2024 (4:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to speak/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 at the AGM.

18. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

a. Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members are requested to login at https://emeetings.kfintech.com and click on the "Video Conference" tab to join the Meeting by using the remote e-voting credentials. Please note that 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 instructions provided in the notice.

b. Members may join the Meeting through Laptops, Smartphones, Tablets or 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. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

c. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice, and this mode will be available throughout the proceedings of the AGM. The facility for attending the AGM virtually will be made available for 1,000 members on first come first served basis. This will not include large members (i.e. members with 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee. Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

d. In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of https://evoting.kfintech.com or contact at ir@medplusindia.com /cs@medplusindia.com , or Sri Sai Karthik Tikkisetti, Manager - Corporate Registry, KFintech at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID emeetings@kfintech.com or Helpline: 1800 309 4001 for any further clarifications.

19. INSTRUCTIONS FOR REMOTE E-VOTING:

The Company has availed the services of KFin Technologies Limited ("KFin") for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM (Insta Poll).

a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the September 19, 2024 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on September 23, 2024 at 9:00 a.m. IST and ends on September 25, 2024 at 5:00 p.m. IST. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFin.

d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.

The procedure for remote e-voting is as under:

A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:

Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website http://www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.

Individual Shareholders holding securities in Demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) 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 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, 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. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:

i. Shareholders should log on to the e-voting website: https://evoting.kfintech.com.

- Enter the login credentials i.e., user id and password mentioned below:

  For Members holding shares in Demat Form:-

  a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

  b) For CDSL: 16 digits beneficiary ID

- For Members holding shares in Physical Form:

  - **Event no.** i.e. xxxx, followed by Folio Number registered with the Company.

  - **Password:** 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 KFin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no. iii below to obtain the User ID and password.

  - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

ii. After entering the details appropriately, click on LOGIN.

iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the password change menu you will be 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. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   You need to login again with the new credentials.

iv. On successful login, the system will prompt you to select the EVENT.

v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.

viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.

ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., September 19, 2024.

xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., September 19, 2024, may obtain the User ID and password in the manner as mentioned below:

   If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

a) Send SMS: MYEPWD <space>

E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL :

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

b) On the home page of https://evoting.kfintech.com, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

xii. 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 https://evoting.kfintech.com or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

20. OTHER INSTRUCTIONS:

a. 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 or contact at investors@medplusindia.com , or Corporate Registry, KFin Technologies Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or call KFintech's toll free No.: 1800-309 4001 454-001 for any further clarifications.

b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on September 23, 2024 (09:00 AM IST) and ends on September 25, 2024 (05:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date September 19, 2024 (3:30 PM IST) may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

21. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND OBTAINING THE AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES (IN CASE OF MEMBERS HOLDING SHARES IN DEMAT FORM) OR WITH KFINTECH (IN CASE OF MEMBERS HOLDING SHARES IN PHYSICAL FORM):

a. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

i. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

ii. Members holding shares in physical form may register their email address and mobile number with KFin Technologies Private Limited by sending the prescribed ISR form as per the SEBI circular date November 03, 2021 (SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655). The required ISR forms can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx.

The Members may also visit the website of the Company www.medplusindia.com and click on the "email registration" and follow the registration process as guided thereafter.

Please note that in case of shareholding in dematerialised form, the updation of email address will be temporary only upto AGM.

b. After successful updation of the email address, KFintech will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFintech.

c. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/ KFintech to enable serving of notices/documents/ Annual Reports and other communications electronically to their email address in future.

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/ HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

23. **KPRISM – Mobile service application by KFintech:**

Members are requested to note that KFintech has launched a mobile application – KPRISM and a website https://kprism.kfintech.com for online service to Shareholders.

Members can download the mobile application, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by KFin, requests for change of address, change/update Bank Mandate. Through the Mobile application, Members can download Annual Reports, standard forms and keep track of upcoming General Meetings. The mobile application is available for download from Android Play Store. Members may alternatively visit the link https://kprism.kfintech.com/app/ to download the mobile application.

24. **Webcast:**

Your Company will be providing the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the website of KFintech at https://emeetings.kfintech.com using their secure login credentials. Members are encouraged to use this facility of webcast. During the live webcast of AGM, Members may post their queries in the message box provided on the screen.

By Order of the Board
For **MedPlus Health Services Limited**

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Registered Office:
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, Moosapet,
Kukatpally, Hyderabad - 500037, Telangana

Place: Hyderabad
Date: August 02, 2024

Pursuant to Section 152 of the Act, Mr. Anish Kumar Saraf (DIN: 00322784), Non - Executive Director is liable to retire by rotation at this Annual General Meeting. The brief profile including nature of his expertise, functional areas, names of the Companies in which he holds directorship, Membership/Chairmanship of Board Committees and shareholding in the Company as stipulated under SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI forms part of the Notice as **Annexure- A**.

Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013

As required by Section 102 of the Act, and the SEBI Listing Regulations, the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 3 and 4 of the accompanying Notice:

ITEM NO. 3

Pursuant to Section 161 of the Companies Act, 2013, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 1, 2024, appointed Ms. Aparna Surabhi (DIN: 01641633) as a Additional Director in the category of Non-Executive Independent Director with effect from July 1, 2024, to June 30, 2029 (both days inclusive), subject to the approval of the Members by way of a Special Resolution. Pursuant to Regulation 17(1C) of the Listing Regulations, she shall hold office until the date of next General Meeting or for a period of three months from the date of her appointment, whichever is earlier. The Company has received the following declarations from Ms. Aparna Surabhi:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;

(iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) & (7) of Section 149 of the Act and Regulation 25(8) of LODR Regulations;

(iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

(v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as a Non-Executive Independent Director of the Company;

(vi) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

(vii) The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act.

(viii) Form MBP-1 – disclosing her concerns or interests in other company(ies) in terms of section 184(1) of the Act.

In the opinion of the Board, Ms. Aparna Surabhi fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that her skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that she is eligible for appointment as a Non-Executive Independent Director of the Company.

Ms. Aparna Surabhi is having 33 years of rich experience in the field of audit, finance, HR, etc. Brief profile of Ms. Aparna Surabhi is annexed as per **Annexure A** to the notice. The copy of letter of appointment of Ms. Aparna Surabhi as a Non-Executive Independent Director setting out the terms and conditions is available for electronic inspection by the Members during business hours including the day of the 18th AGM of the Company.

The resolution seeks the approval of Members for the appointment of Ms. Aparna Surabhi as a Non-Executive Independent Director of the Company for a term of consecutive five (5) years effective from July 1, 2024, to June 30, 2029 (both days inclusive).

None of the Directors, Key Managerial Personnel or their relatives except Ms. Aparna Surabhi, to whom the resolution relates, are in any way, concerned or interested financially or otherwise, in passing the proposed resolution set out in item no. 3.

The Board of Directors recommends the approval of resolution as Special Resolution as set out in Item no. 3 of this notice.

ITEM NO. 4

Upon recommendation of the Audit Committee, the Board of Directors approved the appointment of M/s. M P R & Associates, Cost Accountants (Firm Registration No.: 000413), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2023-24 and 2024-25 at a remuneration of ₹1,30,000 (Rupees One Lakh Thirty Thousand Only) each year, plus applicable taxes and out of pocket expenses, if any in connection with the aforesaid audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014, as amended, and other applicable provisions, if any, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2023-24 and 2024-25.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in passing the proposed Resolution set out in item no. 4.

The Board of Directors recommends the approval of the Resolution as Ordinary Resolution as set out in Item No. 4 of the Notice.

By Order of the Board
For **MedPlus Health Services Limited**

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Registered Office:
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, Moosapet,
Kukatpally, Hyderabad - 500037, Telangana

Place: Hyderabad
Date: August 02, 2024

ANNEXURE A

Brief profile of Directors proposed for re-appointment/appointment

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Revised Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the details of the Directors proposed to be re-appointed/appointed is as given below:

Name of Director	**Mr. Anish Kumar Saraf**	**Ms. Aparna Surabhi**
Date of Birth	30-10-1977	20.08.1967
Age	46 years	56 years
Date of Appointment	06-02-2021	01.07.2024
Qualification	He is a Chartered Accountant from the Institute of Chartered Accountants of India. He holds a Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.	She is a Chartered Accountant from the Institute of Chartered Accountants of India, B.Com. and LLB from Bombay University.
Experience and Expertise	He is currently the Managing Director of Warburg Pincus India Private Limited and has been associated with them from more than 16 years. He is involved in the firm's Investment Advisory activities in India and evaluates opportunities in Real Estate, Industrial, and Consumer sectors in India.	She is an Independent Director on Boards of Listed Companies and its material subsidiaries and chairing Audit Committees of some of the Boards. She is a Chartered Accountant and B.Com. LLB from Bombay University. She founded the CA firm namely S. Aparna and Co. in the year 1991. She is having more than three decades of rich experience in the field of audit, finance and HR. Ms. Aparna Surabhi is currently working as Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) in Caliber Technologies Private Limited, a company specializing in IT solutions for regulated markets.
Remuneration Last Drawn	NA	NA
Remuneration to be Drawn	NA	NA
No of Board Meeting attended during FY2023-24	Refer Corporate Governance Report of the Annual Report.	NA
Shareholding in the Company	NIL	NIL
Relationship with other Directors and KMPs	Not related to any Director/Key Managerial Personnel of the company	Not related to any Director/ Key Managerial Personnel of the company
Directorships held in other Companies	• Watertec (India) Private Limited • BIBA Fashion Limited • Kalyan Jewellers India Limited • PRL Developers Private Limited • Imagine Marketing Limited • Warburg Pincus India Private Limited • Parksons Packaging Limited • NNA CRE Properties LLP	• Caliber Technologies Private Limited • Pharmaclan Consulting Private Limited • Heritage Nutrivet Limited • Optival Health Solutions Private Limited • Heritage Foods Limited • HBL Power Systems Limited
Chairperson/Membership held in other Companies	• Watertec (India) Private Limited • BIBA Fashion Limited • Kalyan Jewellers India Limited • Imagine Marketing Limited • Warburg Pincus India Private Limited • Parksons Packaging Limited	• Heritage Foods Limited • Heritage Nutrivet Limited • Optival Health Solutions Private Limited
Listed Entities from which the person has resigned in the past 3 years	• PVR Inox Limited	NIL
Terms and Conditions of Appointment	NIL	According to the Terms and Conditions of Appointment for Independent Directors as available on the company's website.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Director liable to retire by rotation	Refer Item No. 3 of the Notice and Explanatory Statement