Medplus Health Services Limited

September 05, 2023

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

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

Dear Sir/ Madam,

Sub: Notice of 17th Annual General Meeting of the Company.

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the 17th Annual General Meeting of the Company for the financial year ended March 31, 2023.The same is also available on the Company's website i.e. www.medplusindia.com

You are requested to take the same on record.

Thanking You

Yours faithfully,
For MedPlus Health Services Limited

MANOJ KUMAR SRIVASTAVA
Digitally signed by MANOJ KUMAR SRIVASTAVA
Date: 2023.09.05 21:17:30 +05'30'

Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Encl: As above

NOTICE

NOTICE is hereby given that **Seventeenth Annual General Meeting** ('17th AGM') of MedPlus Health Services Limited ('the Company') will be held on **Friday, September 29, 2023 at 15:30 Hrs (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, 2023 and the Reports of the Board of Directors and Auditors thereon.**
2. **To appoint a Director in place of Mr. Atul Gupta, non-executive Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.**
3. **Appointment of M/s. BSR and Co, Chartered Accountants as statutory auditors of the Company**

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

"RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. BSR and Co, Chartered Accountants (Firm's Registration No 128510W), be and is hereby appointed as the Statutory Auditors of the Company for the a term of five consecutive years, who shall hold office from the conclusion of ensuing 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the company to be held in the year 2028, on such remuneration as may be mutually agreed by the Board of Directors and the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be considered necessary, proper, expedient, to give effect to this Resolution."

SPECIAL BUSINESS:

4. **Alteration in Articles of Association of the Company – Insertion of Article 102 A for Nomination Rights of Promoters**

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

"**RESOLVED THAT** pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) ("theAct"), Regulation 31B of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and other applicable provisions of the Act and the Articles of Association ("AOA") of the Company,approval of shareholders be and is hereby accorded to alter the present AOA of the Company by insertion of Article 102A in relation to the nomination rights of the Promoters (as defined in AOA to mean Mr. Gangadi Madhukar Reddy, Agilemed Investments Private Limited and Lone Furrow Investments Private Limited) as Article 102A in the AOA of the Company, and wherein Article 102A be read as under:

102 A: Notwithstanding anything to the contrary contained in these Articles, the Board of the Company shall at all times be constituted in compliance with applicable Law including the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Promoters jointly holding at least 10% (ten percent) of the Share Capital on a Fully Diluted Basis, shall at all times, be entitled to nominate 01 (one) person for appointment as Director on the Board (the "Promoter Nominees")as a wholetime/ executive director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be considered necessary, proper, expedientto give effect to this Resolution."

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

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
Membership No. 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 7, 2023

The proceedings of the 17th 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 - 500037, Telangana, India which shall be the deemed venue of the AGM.

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 on account of the threat posed by Covid-19", General Circular No. 20/2020, dated May 5, 2020, the MCA has vide General Circular No. 10/2022 dated December 28, 2022 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 17th AGM of the Company is scheduled to be held through VC/OAVM on Friday, September 29, 2023, at 15:30 hrs (IST). This notice of 17th AGM ("Notice") is approved by Board of directors on August 7, 2023.**

   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.23 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 15thApril, 2020 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 matter of Special Business as appearing under Item No. 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice. The Explanatory Statement as required under section 102 of the Act, with respect to Item No.

4, is annexed hereto. Pursuant to Section 152 of the Act, Mr. Atul Gupta, non-executive director retire by rotation at this AGM. The brief profile including nature of his expertise, functional areas, names of the companies in which he holds directorships, membership/chairmanships of Board Committees and shareholding in the Company as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by ICSI are forming part of the Notice as annexure A and appended to this Notice.

7. Copies of the existing Memorandum of Association and Articles of Association will be available for inspection by shareholders during business hours at the registered office of the Company for 21 days before the Annual General Meeting and can also be viewed on the Company's website at www.medplusindia.com.

8. M/s. B S R & Associates LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 13th Annual General Meeting held on Tuesday, 30th October, 2018. Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7thMay, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

9. 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 29, 2023. Members seeking to inspect such documents can send an email to cs@medplusindia.com.

10. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having their office at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.

11. **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 abovementioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

12. **TRANSFER OF SHARES PERMITTED IN DEMAT 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 1st April, 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.

13. **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 web site 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.

14. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020dated 5th May, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, 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, 2023 pursuant to section 136 of the Act and Notice calling the 17th AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM 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, as the case may be. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

15. 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.

16. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2022-2023 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 and on the website of KFintech at https://evoting.kfintech.com.

17. Members are requested to:
    - intimate to KFintech, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
    - intimate to the respective Depository Participant, changes, if any, in their registered addresses 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.

18. **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.

19. **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 27th September 2023, 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 cut-off date i.e. September 22, 2023, may also visit https://emeetings.kfintech.comand 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 72hours before the time fixed for the AGM by 4:00 PM (IST) on 27th September 2023.

    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 27th September 2023 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.

20. **SPEAKER REGISTRATION BEFORE AGM:** Members of the Company, holding shares as on the cut-off date i.e. 22nd September 2023 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 25th September 2023(10:00 AM IST) up to 27th September 2023 (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.

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

    a) **ATTENDING THE AGM:** 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.

b) 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 Note No. 22.

c) 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.

d) 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 at Note No. 23 (a) and (b) in the Notice, and this mode will be available throughout the proceedings of the AGM.

e) 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 evoting@kfintech.com or on phone No.: 040-6716 1500 or call KFintech's toll free No.: 1800-3454-001 for any further clarifications.

22. PROCEDURE FOR REMOTE E-VOTING

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech on all resolutions set forth in this Notice, through remote e-voting.

Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Instructions:

a) Member will receive an e-mail from KFintech [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and password:

   i. Launch internet browser by typing the URL: https:// evoting.kfintech.com.

   ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can login by using your existing User ID and password for casting your vote.

   iii. After entering these details appropriately, click on "LOGIN".

   iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

   v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e. MedPlus Health Services Limited.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

ix. Members holding multiple folios/ demat accounts shall vote separately for each folio/demat account.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., duly authorising their authorized representative(s) to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting to the Scrutiniser at her e-mail ID rashida@rna-cs.com with a copy marked to evoting@kfintech.com and to the Company at cs@medplusindia.com.

It should reach the Scrutiniser and the Company by email not later than September 28, 2023 (05:00 PM IST). In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM.

b) In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and inform KFintech at the email ID evoting@kfintech.com (in case of Shares held in physical form):

i. Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.

ii. Please follow all steps from Note. No. 22(a) (i) to (xii) above to cast your vote by electronic means.

23. 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 26, 2023 (09:00 AM IST) and ends on September 28, 2023 (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 22, 2023 (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.

e) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on September 22, 2023, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.

f) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e. September 22, 2023, he/she/it may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890 (XXXX being EVEN)

ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call KFintech's toll free number 1800-3094-001.

iv. Member may send an e-mail request to evoting@kfintech.com.

KFintech shall send User ID and Password to those new Members whose e-mail IDs are available.

24. VOTING AT THE AGM:

a. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.

b. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.

c. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.

d. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

e. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/ OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/OAVM mode during the AGM.

f. The results shall be declared not later than forty-eight hours from conclusion of the Meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at https://www.medplusindia.com and the website of KFin: https://evoting.kfintech.com immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.

25. 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.

26. KPRISM – Mobile service application by KFintech:

Members are requested to note that KFintech has launched a mobile application – KPRISM and a websitehttps://kprism.kfintech.comforonlineservice 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.

27. 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 KFintechat 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
Membership No. 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 7, 2023

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

ITEM NO. 3

The Company has received the consent from M/s. BSR and Co, Chartered Accountants (Firm's Registration No 128510W), for their appointment as Statutory Auditors and have issued a certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act. M/s. BSR and Co, Chartered Accountants have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to the Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiaries according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. BSR and Co, Chartered Accountants (Firm's Registration No 128510W) as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the ensuing 17th AGM till the conclusion of the 22nd AGM of the Company. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities and audit related services as required from time to time, for which they will be remunerated separately as mutually agreed by the Board of Directors/ Audit Committee and the Statutory Auditors of the Company.The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration and manner of payment thereof in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Brief Profile of M/s. BSR and Co. Chartered Accountant

B S R and Co ('the firm') was constituted on 01 September 2007 as a partnership firm having firm Registration No. as 128510W. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai-400063. B S R and Co is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R and Co is registered in Mumbai, Gurgaon, Bangalore and Hyderabad. B S R and Co together with its member firms has around 4000+ staff and 200+ Partners. B S R member firms audits various companies listed on stock exchanges in India including companies in the Retail Sector.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 4

Being the key stakeholders of the Company, the promoters bring out significant alignment with the Company's core values and vision. The Company can leverage their expertise and insights in its decision-making process by granting nomination rights on the board which would substantially align their interests with those of the Company's long-term growth and profitability. The Company hereby proposes to give nomination rights on its board jointly to the promoters, namely Mr. Gangadi Madhukar Reddy, Agilemed Investments Private Limited and Lone Furrow Investments Private Limited, of the Company.

The Board of Directors at its meeting held on August 7, 2023 has approved and recommends the alteration of Articles for approval by the Members, through insertion of Article 102A, under Sub Article of 102 ('Number of Directors') in the AOA.

The consent of the Members is being sought by way of Special Resolution as set out at Agenda Item No. 4 of the accompanying Notice. Except Mr. Gangadi Madhukar Reddy, and his relatives, none of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested, financially or otherwise, in this resolution.

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

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
Membership No. FCS 7460

Place: Hyderabad
Date: August 7, 2023

ANNEXURE A: Profile of Director

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

Name of Director	Mr. Atul Gupta
Date of Birth; Age	October 28, 1971; 52 Years
Date of Appointment	February 06, 2021
Terms and conditions of appointment	Nominee Director in terms of the PI Opportunities Fund I
Qualification	Bachelor's degree from technology from the Indian Institute of Technology, Bombay and a master's degree in business administration from the Walter A. Haas School of Business, University of California, Berkeley.
Nature of expertise in specific functional areas	He is employed as an investment partner at Premji Invest and leads investments in technology enabled sectors including consumer-tech, health-tech, fin-tech and enterprise tech. He has more than 14 years of experience in the investment industry.
Remuneration Last Drawn	Nil
Remuneration to be Drawn	Nil
No of Board Meeting attended during FY 22-23	Refer Corporate Governance Report of the Annual report.
Shareholding in the Company	0.01% (22,914 shares)
Relationship with other Directors and KMPs	Not related to any director/Key Managerial Personnel of the Company
Directorships held in other Companies	• Amagi Media Labs Private Limited • Merittrac services Private Limited • Lenskart Solutions Private Limited • Koye Pharmaceuticals Private Limited • Globalbees Brands Private Limited • Brainbees Solutions Private Limited • Manash Lifestyle Private Limited • Next SCM Solutions Private Limited
Chairperson/membership held in other Companies	Nil
Listed Entities from which the person has resigned in the past 3 years	NA