MedPlus
MedPlus Health Services Limited

Date: May 19, 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,

Subject: Intimation of circulation of Notice of Postal Ballot- Seeking Shareholders Approval:

With reference to our letter dated May 11, 2023, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice for seeking approval of Members of the Company for the below mentioned Special Resolutions :

1. Approval for extending benefits of Employees Stock Option Plan 2021 to the employees of Subsidiary Company(ies)
2. Approval for alteration in Articles of Association of the Company

The Company has circulated the electronic copies of the Postal Ballot Notice dated May 11, 2023, along with the Explanatory Statement today May 19, 2023 to the Members whose name appears on the Register of Members as on cut-off date, i.e. Friday, May 12, 2023. The Remote E-Voting will commence on May 20, 2023, at 9:00 A.M. and ends on June 18, 2023 at 5:00 P.M. The Postal Ballot Notice is also available on the website of the Company.

This is for your information and record.

Yours faithfully,
For MedPlus Heath Services Limited

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

MEDPLUS HEALTH SERVICES LIMITED
HYDERABAD

Enclosed: copy of Postal Ballot Notice

MedPlus Health Services Limited
Regd. off. H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad – 500037, Telangana, IN
CIN No: L85110TG2006PLC051845 I Website: www.medplusindia.com I Email: cs@medplusindia.com | Phone no. +91-040-6724-6724

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)]

Dear Members,

NOTICE is hereby given to the Members of MedPlus Health Services Limited ("the Company") in compliance of Section 108 and 110 of the Companies Act, 2013 read together with Rules 18, 20 and 22 of the Companies (Management and Administration) Rules, 2014, and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India as amended from time to time, and other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), by means of Postal Ballot ("the Notice"). The Resolutions set out in the below Notice are proposed to be passed as Special Resolution by the Members of the Company only by way of remote e-voting ("e-voting") process, to enable the Members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

This e-voting facility shall be provided by KFin Technologies Limited, (formerly known as KFin Technologies Private Limited) Registrar & Transfer Agent of the Company, ("RTA"/"KFintech"). Those Members who have not registered their email addresses are requested to register the same by following the procedure set out in the Notes to this postal ballot notice.

The Board of Directors at its meeting held on May 11, 2023 has appointed Ms. Rashida Adenwala, (Membership No: FCS 4020), Practicing Company Secretary as the Scrutinizer ("the Scrutinizer") for scrutinizing the Postal Ballot a fair and transparent manner.

An explanatory statement pertaining to the said resolution setting out the material facts and the rationale thereof forms a part of this Notice.

SPECIAL BUSINESS:

01. Approval for extending benefits of Employees Stock Option Plan 2021 (ESOP Scheme 2021) to the employees of Subsidiary Company(ies)

To consider and pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, ("the Act") the Articles of Association of the Company ("AOA"), Regulation 6(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), as amended from time to time and other applicable laws, and subject to such approvals and permissions as may be necessary, and subject to such other conditions and modifications as may be required, and in furtherance to the resolutions passed in the Extraordinary General Meeting of the Company held on August 9, 2021 approving MedPlus Employees Stock Options and Share Plan 2021 ("ESOP Scheme 2021/ Scheme") and further amended on November 23, 2021, and upon recommendation of the Nomination and Remuneration Committee ("Committee") and Board of Directors ("Board"), the approval of the Members of the Company be and is hereby accorded to extend the benefits of the ESOP Scheme 2021 to the permanent employees (present and future) of its Subsidiary Company(ies) and their Director(s), whether Whole Time Director or not, excluding Independent Directors, if any, as contained under the ESOP Scheme 2021, whether working in India or out of India unless they are prohibited from participating in the ESOP Scheme 2021, effective retrospectively from August 9 , 2021, i.e. before listing of the Company, and in respect of Grants made by the Company thereafter, and that such number of Options shall not exceed 11,17,612 (Eleven Lakhs Seventeen Thousand Six Hundred and Twelve only) and shall be subject to such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable act and laws including SEBI (SBEB & SE) Regulations, and provisions of ESOP Scheme 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorised to allot and issue Equity Shares upon Exercise of Options from time to time by the employees of Subsidiary Company(ies) in accordance with the ESOP Scheme 2021 and such Equity Shares shall rank pari passu with all other Shares of same class issued by the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution including listing of the Equity Shares allotted under the ESOP Scheme 2021 .

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

MedPlus

02. Alteration of Articles of Association of the Company – insertion of a new Article 102A

To consider and pass 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) ("Act") and other applicable provisions of the Act and the Articles of Association ("AOA") of the Company, approval of Members be and is hereby accorded to alter the present AOA of the Company by deletion of existing Article 105A and insertion of Article 102A which covers the requirements under Article 105A(i) and a sub-paragraph thereto, in relation to the nomination rights of the Promoters (as defined in AOA to mean Mr. Gangadi Madhukar Reddy, Agilemed Investors 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:

"102A: Notwithstanding anything to the contrary contained in these Articles, on and from the date of listing of the Equity Shares of the Company pursuant to an IPO, 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, each of the Promoters (jointly), for so long as the Promoters collectively hold at least 10% (ten percent) of the Share Capital on a Fully Diluted Basis, the Promoters shall jointly have the right to nominate and recommend 1 (one) Director on the Board of the Company.

Subject to the terms of the Shareholders' Agreement, in addition, upon occurrence of an 'event of default' as defined under the terms of respective Leveraged Debt Documents, each of Leveraged Debt Lenders shall have the right to nominate 1 (one) nominee Director on the Board of the Company."

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

03. Alteration in Articles of Association of the Company - insertion of a new Article 102B

To consider and pass 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) ("the Act") and other applicable provisions of the Act and the Articles of Association ("AOA") of the Company, approval of Members be and is hereby accorded to alter the present AOA of the Company by deletion of existing Article 105A and insertion of Article 102B which covers the requirement under Article 105A(ii) in relation to nomination rights of the Investor (as defined in AOA to mean PI Opportunities Fund-I) in the AOA of the Company, and wherein Article 102B be read as under:

"102B: Notwithstanding anything to the contrary contained in these Articles, on and from the date of listing of the Equity Shares of the Company pursuant to an IPO, 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 Investor, for so long as the Investor holds at least 10% (ten percent) of the Share Capital on a Fully Diluted Basis, shall have the right to nominate 1 (one) non-executive Director on the Board of the Company."

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

04. Alteration in Articles of Association of the Company - insertion of a new Article 102C

To consider and pass 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) (the "Act") and other applicable provisions of the Act and the Articles of Association ("AOA") of the Company, approval of Members be and is hereby accorded to alter the present AOA of the Company by deletion of existing Article 105A and insertion of Article 102C which covers the requirements of Article 105A(iii) in relation to nomination rights of the New Investor 3 (as defined in the AOA to mean Lavender Rose Investment Ltd) in the AOA of the Company, and wherein Article 102C be read as under:

"102C: Notwithstanding anything to the contrary contained in these Articles, on and from the date of listing of the Equity Shares of the Company pursuant to an IPO, 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 New Investor 3, for so long as the New Investor 3 holds at least 10% (ten percent) of the Share Capital on a Fully Diluted Basis, the New Investor 3 shall have the right to nominate 1 (one) non-executive Director on the Board of the Company."

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

05. Alteration in Articles of Association of the Company - insertion of a new Article 102D

To consider and pass 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) (the "Act") and other applicable provisions of the Act and the Articles of Association ("AOA") of the Company, approval of Members be and is hereby accorded to alter the present AOA of the Company by deletion of existing Article 105A and insertion of Sub Article 102D in the AOA of the company, covering the requirement of Article 105A(iv) and wherein Article 102D be read as under:

"102D: Notwithstanding anything to the contrary contained in these Articles, on and from the date of listing of the Equity Shares of the Company, the Board of Directors 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, each of the Promoters (jointly), the Investor and the New Investor 3 shall have the right to make a non-binding recommendation to the Board of the Company for the appointment of one Independent Director, provided that each Independent Director shall be appointed at the discretion of the Board of Directors of the Company and Shareholders, subject to applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things as may be considered necessary, proper, expedient, incidental or desirable to 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.

Date: May 11, 2023
Place: Hyderabad

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 to 5 as set out above is annexed hereto and forms part of this Notice.

2. **ELECTRONIC DISPATCH OF NOTICE:** In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday May 12, 2023 (" cut-off date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, KFin Technologies Limited ("RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. The cut-off date is for determining the eligibility to vote by electronic means.

   A person who is not a member as on the cut-off date or who becomes a member of the Company after the cut-off date should treat this Notice for information only.

   The Notice shall also be uploaded on the website of the Company at www.medplusindia.com and on the website of the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. All the Members of the Company as on the cut-off date of Friday May 12, 2023 shall be entitled to vote in accordance with the process as specified in this Notice.

3. In accordance with the MCA Circulars, Members can vote only through the e-voting process.. The physical copies of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

4. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

5. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in the requisite newspapers. Requisite filings made with the Stock Exchange(s), are available on the corporate website of the Company and can be accessed by the Members on the web link: https://www.medplusindia.com/

6. Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Sunday, June 18, 2023, failing which it will be considered that no reply has been received from the Member.

7. **The instructions for Members for e-voting are as under:**

   In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company has extended e-voting facility, for its Members to enable them to cast their votes electronically. The Company has engaged the services of its RTA, KFintech as the Agency to provide remote e-voting facility. The instructions for Members opting for e-voting are as below:

   i. In pursuance of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been extended to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

   ii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also providing ease and convenience of participating in e-Voting process. Members are advised to update their mobile numbers and e-mail addresses with their respective DPs to access the e-Voting facility.

   iii. The **e-voting period commences on Saturday, May 20, 2023 (9:00 A.M.IST) and ends on Sunday, June 18, 2023 (5:00 P.M IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday May 12, 2023 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.

   The voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e Friday, May 12, 2023.

Details on Method 1 are mentioned below:

I) Login method for remote e-Voting for Individual members holding securities in demat mode.

Type Of Members	Login Method
Individual Members holding securities in demat mode with CDSL and NSDL	1. Existing user who have opted for Easi / Easiest I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e.Kfintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for IdeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IdeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. Follow steps given in points 1
Individual Members login through their demat accounts/ Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

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

Details on Method 2 are mentioned below:

II) Login method for e-Voting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

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

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 (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

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 of Friday, May 12, 2023 under "FOR/AGAINST" or alternatively, 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.

viii. 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.

ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

x. 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.

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

xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

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

i. Members who have not registered their e-mail addresses and in consequence the Postal Ballot and e-voting credentials could not be served may temporarily get their e-mail address and mobile number registered with KFintech by clicking the link: https://ris.kfintech.com/emai_registration for receiving the same. Members are requested to follow the process as guided to capture the e-mail address and mobile number for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of queries, Members may write to einward.ris@kfintech.com.

ii. Alternatively, Members may send an e-mail request to einward.ris@kfintech.com along with a scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN card copy and Client Master copy in case of the electronic folio and copy of share certificate in case of the physical folio for receiving the Postal Ballot Notice and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

8. OTHER INSTRUCTIONS:

i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of **https://evoting.kfintech.com/** (KFintech Website) or by sending an email on einward.ris@kfintech.com or call KFintech's toll free No. 1800-345-4001 for any further clarifications.

ii. 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).

iii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date of Friday May 12, 2023 are entitled to vote on the Resolutions set forth in this Notice. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. However, it is clarified that all Members of the Company as on the cut-off date of Friday, May 12, 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process as specified in this Notice.

iv. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

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

      1. Example for NSDL: MYEPWD <SPACE> IN12345612345678

      2. Example for CDSL: MYEPWD <SPACE> 1402345612345678

      3. Example for Physical: MYEPWD <SPACE> XXXX1234567890

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

   c. Members who may require any technical assistance or support are requested to contact KFintech at toll free number 1800-345-4001 or write to them at evoting@kfintech.com

v. **REGISTRAR AND SHARE TRANSFER AGENT:** KFin Technologies Limited, Registrar & Transfer Agent of the Company, ("KFin" or "KFintech is appointed for its Share Registry Work (Physical and Electronic) shall be providing facility for voting through remote e-voting.

vi. Members may address their queries regarding e-voting to the Company Secretary/KFin Technologies Limited, the Registrar and Share Transfer Agents of the Company at their office at Selenium, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi – 500 032, Telangana, India or by sending a mail to evoting@kfintech.com or at toll free no. 1800-345-4001.

vii. **SCRUTINISER FOR E-VOTING:** Ms. Rashida Adenwala, Practicing Company Secretary (Membership No: FCS 4020, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit her Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before June 20, 2023. The same will be displayed on the website of the Company: www.medplusindia.com and shall be sent to the Stock Exchanges where the shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited and simultaneously to the Kfintech, RTA of the Company.

viii. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member, and shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

ix. A member cannot exercise his/ her vote through proxy on postal ballot.

x. **Corporate and institutional Members shall be entitled to vote only through their authorised representatives.** Corporate and institutional Members are requested to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email with a copy marked to evoting@kfintech.com/ cs@medplusindia.com.

xi. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

xii. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting,.

xiii. All the material documents referred to in this postal ballot notice such as a copy of the scheme , the proposed AOA shall be available for electronic inspection without any fees by the Members up to the last date of e- voting. Members who wish to inspect are requested to send an e-mail to cs@medplusindia.com mentioning their name, Folio No. / Client ID and DP ID, with a self-attested copy of their PAN card attached to the e-mail.

xiv. Members are requested to:

a. intimate to KFin, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;

b. 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;

c. quote their folio numbers/Client ID/DP ID in all correspondence;

d. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and

e. register their PAN with their Depository Participants, in case of Shares held in dematerialised form and KFin/ Company, in case of Shares held in physical form, as directed by SEBI.

9. KPRISM – Mobile service application by KFin:

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

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.

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

Item No. 1

Approval for extending benefits of Employees Stock Option Plan 2021 (ESOP Scheme 2021) to the employees of Subsidiary Company(ies)

The ESOP Scheme 2021 ('Scheme/Plan') of the Company was originally approved by the Members by way of a Special Resolution on August 09, 2021 ("the original approval") and further amended by the Members through Special Resolution on November 23, 2021, in compliance of the applicable provisions of the Act read with SBEB & SE Regulations. The original approval was taken through a single resolution that permitted grant of stock options to the "eligible employees", which inter alia included employees of the subsidiaries as well, defined in the ESOP Scheme 2021.

However, pursuant to the requirement of Section 62 read with Rule 12(4) of Companies (Share Capital and Debentures) Rules, 2014, the Company hereby proposes to seek the approval of Members by way of a separate resolution for extending the benefits of the ESOP Scheme 2021 to the employees of Subsidiary Company(ies) effective retrospectively from August 9 , 2021, i.e. before listing of the Company, and in respect of Grants made by the Company thereafter.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meetings held on May 11, 2023 has approved and recommends to the Members for passing as Special Resolution as set out in this Notice as Item No. 1.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of SBEB Regulations, features of the Scheme are given as under:

a. Brief Description of the Plan:

The purpose of this Plan is to attract, reward, motivate and retain its employees for high levels of individual performance and for unusual efforts to improve the financial performance of the Company, which will ultimately contribute to the success of the Company. This purpose is sought to be achieved through the Grant of Options to the Employees.

b. Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed 11,17,612 (Eleven Lakhs Seventeen Thousand Six Hundred and Twelve only). Each Option when exercised would be converted in to one fully paid-up equity share of Rs. 2/- (Two) each.

c. Identification of classes of employees entitled to participate in the Plan:

Subject to determination or selection by the

Committee, following classes of employees/ Directors shall be eligible:

i. a permanent employee as designated by the Company, who is exclusively working in India or outside India;

ii. a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director.

iii. an employee as defined in clause (i) or (ii) of a group company including subsidiary company or its associate company, in India or outside India, or of a holding company of the Company.

but does not include -

1. an employee who is a promoter or belongs to the promoter group;

2. a Director who either by himself or through his relatives , any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

d. Vesting of Options:

Subject to the terms contained in the Scheme, the acceptance in accordance of a Grant made to a Grantee, shall conclude a contract between the Grantee and the Committee. The Options shall vest with the Participant in accordance with the following schedule, subject to the Participant's continued employment with the Group :

Sr. No.	Vesting Period (from grant date)	Vesting (as a % of Options granted)
1	On completion of 1 year	10%
2	On completion of 2 years	25%
3	On completion of 3 years	25%
4	On completion of 4 years	40%

The Committee may accelerate the vesting Period for deserving cases, subject to applicable law and a minimum vesting period of at least one year. However, in case of death or permanent incapacity, the minimum vesting period of one year shall not apply after the Listing of the Company.

e. Maximum period of vesting of Options:

As per Regulation 18(1) and 24(1) of SEBI (SBEB &SE) Regulations, 2021, maximum vesting period within which the Options shall be vested as stated in the Scheme:

i. All the Options granted on any date shall vest not later than the maximum period of 6(six) years from the date of grant.

ii. In the event of death of an employee while in employment all the options granted to him till such date shall vest immediately on the date of death in the beneficiary of deceased employee.

iii. In the event of permanent incapacity while in employment all the options granted to him till such date shall vest in him immediately on the date of termination and shall be permitted to be exercised within 1 (one) Year from the date of such termination.

f. Exercise Price or pricing formula:

The Exercise price of the Option shall be either at the price at which Shares of the Company are placed in the preferential allotment (i.e round of funding) made immediately prior to the date of joining of the Employee with the Company or Group, or at 80% of Volume Weighted Average Price (VWAP) price of previous 30 trading of shares in the designated stock exchange days.

g. Exercise of Options :

The exercise period would commence from the date of vesting and will expire on completion of 6 (six) years from the date of vesting.

An Option shall be deemed to be exercised only when the Committee receives the written notice of Exercise and the Exercise Price (in accordance with the Plan) from the person entitled to Exercise the Option and the Tax amount, if any, required to be deducted by the Company. In case the Exercise Period is accelerated by the Committee, the Participant Is required to Exercise the Options within the accelerated Exercise Period.

h. Appraisal process for determining the eligibility of employees under the Plan:

The Committee will decide which of the eligible employees would be granted Options and also the quantum of Options to be granted, based on parameters such as performance, designation, experience etc.

i. Maximum number of Options to be offered and issued per employee and in aggregate:

The maximum number of Options under the Plan that may be granted to each employee shall in aggregate not more than 2,00,000 (Two Lakhs only) Options.

j. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan. The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of options and is therefore not quantifiable.

k. **Route of the Plan implementation:**

The Plan shall be implemented and administered directly by the Company.

l. **Source of acquisition of shares under the Plan:**

The Plan contemplates issue of fresh/ primary equity shares by the Company.

m. **A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI (SBEB & SE) Regulations and Applicable Accounting Standards:**

The Company shall comply with the applicable accounting policies as prescribed under Regulation 15 of SEBI (SBEB & SE) Regulations and applicable accounting standards.

n. **Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

This is currently not contemplated under the Plan.

o. **Maximum percentage of secondary acquisition:**

This is currently not contemplated under the Plan.

p. **Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee**

In case of termination due to resignation all the Vested Options as on that date shall be permitted to be exercised within 6 months from the date of termination or resignation.

However, in case the service of the Participants with the Group is terminated due to retirement or superannuation:

i) **Prior to Listing:** All the unvested Options shall lapse on the date of attainment of the superannuation age. All the Vested Options shall be permitted to be exercised within 1 (one) year from the date of termination or retirement. However, under no circumstances the Vested Options can be exercised beyond the Exercise Period.

ii) **Post the Listing:** The Options granted which have not vested will not expire, and continue to Vest in accordance with respective Vesting schedules as per Company's policies.

In case of termination other than Resignation or retirement or superannuation, all the Vested Options as on that date shall be permitted to be exercised as per time specified in the MedPlus Employee Stock Option and Shares Plan 2021.

q. **The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct**

In case the termination of employment of a Participant with the Company or Group is due to negligence, fraud, professional misconduct, moral turpitude, etc. the contract shall stand automatically terminated and the Participant's Options (Vested as well as Unvested) shall lapse on the termination date.

r. **Accounting and Disclosure Policies:**

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

s. **Method of Option Valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

t. **Declaration:**

The Company will follow all the applicable Accounting Standards as may be notified by the MCA from time to time. Presently, the Company is following fair value method as prescribed under IND AS 102 as mentioned in point s above.

u. **Lock-in Period :**

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

v. **Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:**

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

In view of above, and pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act, and Regulation 6 of the SEBI SBEB SE Regulations,2021, consent of the Members is being sought by way of Special Resolution as set out at Agenda Item No. 1 of the accompanying notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

Item no. 2, 3, 4 & 5

The Company at its first Annual General Meeting post listing of its securities pursuant to an IPO, held on September 26, 2022 ('AGM 2022'), altered its AOA to delete certain clauses which formed part of the Shareholders Agreement of the Company dated December 24, 2020, further amended on August 5, 2021, which inter-alia provided nomination rights on the board of the Company, to Mr.Gangadi Madhukar Reddy, Agilemed Investors Private Limited and Lone Furrow Investments Private Limited ("the Promoters") of the Company and PI Opportunities Fund-I and Lavender Rose Investment Ltd defined as ("Investor") & ("New Investor 3") in the AOA respectively.

Further, the Leverage Debt Lenders are the lenders of Agilemed Investments Private Limited and Lone Furrow Investments Private Limited ("Promoter Group Entities"). These Promoter Group Entities have made borrowings for which they have pledged Equity shares held by them in the Company. Therefore, pursuant to the debt documents, in case of the event of default pertaining inter-alia to payment-related default, breach of any covenants, etc., each of the Leverage Debt Lenders shall have a right to appoint 1 (one) nominee Director on the board of the Company respectively.

The Company could retain such Nomination Rights only upon receipt of approval of the public shareholders post listing, by way of a Special Resolution, at the first Shareholders Meeting post listing. However, the same was not considered in the first Annual General Meeting held on September 26, 2022, post listing of the equity shares of the Company, and therefore the Company now intends to retain the said clause by altering the AOA, and the same shall be under the segment of AOA dealing with *'Number of Directors '.*

The Board of Directors at its meeting held on Thursday May 11, 2023 has approved and recommends the alteration of Articles for approval by the Members, through deletion of the existing Article 105A of the AOA and insertion of Article 102A, 102B, 102C, 102D 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. 2,3,4 and 5 of the accompanying Notice. The Members may note that the said resolutions be voted only by the Public Shareholders of the Company.

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

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

Date: May 11, 2023
Place: Hyderabad

Information at a glance

Sl. No.	Particulars	Details
1.	Period of 30 Days of Postal Ballot	May 20, 2023 to June 18, 2023
2.	Mode	E- Voting means only
3.	Submission of Questions / Queries	• Email to cs@medplusindia.com mentioning name, demat account no./folio number, email ID, mobile number, etc. • Members holding shares as on the cut-off date i.e. Friday May 12, 2023, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/ questions in the window provided, by mentioning name, demat account number/folio number, email ID and mobile number.
4.	Cut-off date for e-voting	Friday May 12, 2023
5.	Remote E-voting date and start time	May 20, 2023 at 09:00 A.M. (IST)
6.	Remote E-voting date and end time	June 18, 2023 at 05:00 P.M .(IST)
7.	Remote E-voting website of KFin	https://evoting.kfintech.com
8.	Name, address and contact details of e-voting service Provider and Registrar and Transfer Agent	KFin Technologies Limited, Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500032 Contact detail: Phone No.: 040-6716 1500 or call KFintech's toll free No.: 1800-345-4001
9.	Email Registration & Contact Updation Process	**Demat Members:** Contact respective Depository Participant. **Physical Members:** Contact Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate.