

**August 21, 2025**

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 19<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2024-25**

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 19th Annual General Meeting ('AGM') of the Company for the Financial Year 2024-25.

The 19<sup>th</sup> Annual General Meeting is scheduled to be held on Monday, September 15, 2025 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 08, 2025 to September 16, 2025 (both days inclusive) for the purpose of the AGM.

The same will be available on the website of the Company at [www.medplusindia.com](http://www.medplusindia.com) and also on the websites of BSE Limited and National Stock Exchange of India Ltd. viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

You are requested to kindly take note of the same.

Thanking You  
Yours faithfully

**For MedPlus Health Services Limited**

**Manoj Kumar Srivastava**  
**Company Secretary & Compliance Officer**

**Enclosed: a/a**

# Notice

**NOTICE** is hereby given that **Nineteenth Annual General Meeting** ('19th AGM') of MedPlus Health Services Limited ('the Company') will be held on **Monday, September 15, 2025, at 03:30 PM (IST)**, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility, to transact the following businesses:

## ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.**
- To appoint a Director in place of Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550), Whole Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**

## SPECIAL BUSINESS:

- Appointment of M/s. R & A Associates (Firm Registration No. P1994AP011100) Practicing Company Secretary as Secretarial Auditors of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, consent of members be and is hereby accorded to appoint M/s. R & A Associates, Practicing Company Secretaries (ICSI Unique Code: P1994AP011100) peer review certificate number - 6659/2025 as the Secretarial Auditors of the Company, to hold office for a term of five consecutive years commencing from Financial Year 2025-26 up to Financial Year 2029-30.

**RESOLVED FURTHER THAT** the Board of Director be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and

expedient in connection therewith to give effect to the said resolution."

## 4. Approval of Material Related Party Transactions of the Company with Optival Health Solutions Private Limited a Material Subsidiary Company.

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members in the Annual General Meeting of the Company held on September 26, 2022 and pursuant to the the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), as amended from time to time, the Company's Policy on Materiality of and on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which shall deemed to include any duly authorised Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or by way of modification(s) of earlier arrangements / transactions or as a fresh and an independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), from April 1, 2025 to March 31, 2026 with **Optival Health Solutions Private Limited**, a material subsidiary of the Company being a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such contracts/ arrangements/ transactions during financial year 2025-26, whether individually and/or in the aggregate value of all these transaction(s), may exceed the prescribed thresholds under the provisions of the Listing Regulations as applicable from time to time, provided that such



contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as deemed necessary, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company for execution of contracts / arrangements / transactions and to give effect to this Resolution."

**5. 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 2025-26.**

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), and pursuant to the recommendation of the Audit Committee and approval by the Board of Directors, the members of the Company be and hereby ratify 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 2025-26, amounting to ₹1,30,000 (Rupees One Lakh Thirty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committees thereof) be and are 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

**Date:** August 02, 2025  
**Place:** Hyderabad

**Notes:**

- In continuation of the Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 ('MCA Circulars'), has allowed the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('Listing Regulations') and MCA Circulars, **the 19<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM on Monday, September 15, 2025, at 03:30 PM (IST). This Notice of the 19<sup>th</sup> AGM ('Notice') is approved by Board of Directors in its meeting dated August 02, 2025.**
- The proceedings of the 19th 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. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Business mentioned under item Nos. 3 to 5 above, is annexed hereto.

- KFin Technologies Limited, Registrar & Transfer Agent of the Company, ('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. 20 below.
- 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.**
- 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

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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.

6. 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](mailto:rashida@rna-cs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [cs@medplusindia.com](mailto: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.
7. 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.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013, Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes of the Company are being implemented in accordance with the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 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 15, 2025. Members seeking to inspect such documents can send an email to [cs@medplusindia.com](mailto:cs@medplusindia.com).

9. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2024-2025 is available on the website of the Company at [www.medplusindia.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
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 Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

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

**12. TRANSFER OF SHARES PERMITTED IN DEMATERIALIZED 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 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](http://www.medplusindia.com).

13. 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 a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.medplusindia.com](http://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.

#### 14. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the circulars issued by MCA and SEBI, the Notice of the 19<sup>th</sup> AGM along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

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.

Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com):

KFin Technologies Limited,

Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

#### 15. PROCESS OF REGISTRATION OF E-MAIL ID TO OBTAIN ELECTRONIC COPY OF ANNUAL REPORT:

Members holding shares in dematerialised (Demat) mode are requested to register/update their email addresses with their concerned Depository Participants and in respect of

physical holdings with KFinTech by following due procedure.

#### 16. 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.

#### 17. 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.

#### 18. 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](mailto:ir@medplusindia.com) / [cs@medplusindia.com](mailto:cs@medplusindia.com) at least 72 hours before the time fixed for the AGM i.e. by 4:00 PM (IST) on September 12, 2025, 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 08, 2025, 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

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hours before the time fixed for the AGM by 4:00 PM (IST) i.e. on September 12, 2025.

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 12, 2025, 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.

**19. SPEAKER REGISTRATION BEFORE AGM:**

Members of the Company, holding shares as on the cut-off date i.e. September 08, 2025 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 09, 2025 (10:00 AM IST) up to September 12, 2025 (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.

**20. 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://emeetingskfintech.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](mailto:ir@medplusindia.com) / [cs@medplusindia.com](mailto:cs@medplusindia.com), or Sri Sai Karthik TikkiSETTI, Manager - Corporate Registry, KFinTech at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or at the email ID [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001 for any further clarifications.

**21. 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 08, 2025 only shall be entitled to avail the facility of remote e-voting. The remote e-voting



period commences on September 12, 2025 at 9:00 a.m. IST and ends on September 14, 2025 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	<p><b>1. Existing user who have opted for Electronic Access to Securities Information ("Easi/ Easiest") facility:</b></p> <ul style="list-style-type: none"> <li>a. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b. Click on New System Myeasi.</li> <li>c. Login to Myeasi option under quick login.</li> <li>d. Login with the registered user ID and password.</li> <li>e. Members will be able to view the e-voting Menu.</li> <li>f. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul> <p><b>2. User not registered for Easi/ Easiest:</b></p> <ul style="list-style-type: none"> <li>a. Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> for registering.</li> <li>b. Proceed to complete registration using the DP ID, Client ID (BOID), etc.</li> <li>c. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>a. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>b. Provide demat account number and PAN.</li> <li>c. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>d. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. '<b>Medplus Health Services Limited</b>' or select KFin.</li> <li>e. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul>
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Individual Shareholders holding securities in Demat mode with NSDL

1. For OTP based login you can click on <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the 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 & voting during the meeting.
- 2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:**
  - a. Visit the e-services website of NSDL <https://eservices.nSDL.com> either on a personal computer or on a mobile.
  - b. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.
  - c. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
  - d. Click on company name i.e. **Medplus Health Services Limited** or ESP i.e. KFin.
  - e. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.
- 3. Those not registered under IDeAS:**
  - a. Visit <https://eservices.nSDL.com> for registering.
  - b. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  - c. Visit the e-voting website of NSDL <https://www.evoting.nSDL.com>.
  - d. 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.
  - e. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
  - f. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
  - g. Click on company name i.e. **Medplus Health Services Limited** or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
  - h. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Members login through their demat accounts/ website of DPs

1. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.
2. Once logged-in, Members will be able to view e-voting option.
3. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
4. Click on options available against **Medplus Health Services Limited** or ‘KFin’.
5. Members will be redirected to e-voting website of KFin for casting their 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 CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-62343625, 022-62343626, 022-62343259</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>

**B. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin 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://emeetings.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) 9051, 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 KFin 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, e-mail 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 "EVEN" i.e., 9051 and click on "Submit".
- 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 mentioned herein above. 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. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then 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 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.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

**22. 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](mailto:investors@medplusindia.com) , or Corporate Registry, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No.: 1800-309 4001 454-001 for any further clarifications.

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- 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 12, 2025 (09:00 AM IST) and ends on September 14, 2025 (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 08, 2025 (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.
- 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.

**23. 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](http://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.

24. 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.

**25. 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/signup> 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.

**Senior Citizens - Investor Support**

As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com)



Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

**26. 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 proceedings of the AGM by logging on the website of <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

**Date:** August 02, 2025

**Place:** Hyderabad

Pursuant to Section 152 of the Act, Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550), Whole Time Director of the Company 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**

**ITEM NO. 3. Appointment of M/s. R & A Associates (Firm Registration No. P1994AP011100) Practising Company Secretary as Secretarial Auditors of the Company**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to undertake secretarial audit and shall annex with its Board Report a secretarial audit report given by a peer reviewed company secretary in practice in the prescribed format.

As per amended Regulation 24A vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 on December 12, 2024 effective from April 1, 2025, the appointment of Secretarial Auditors is required to be approved

by the shareholders of the Company at the Annual General Meeting on the recommendation of Board of Directors. Further, in case of a appointment of a firm as Secretarial Auditors, the term of appointment cannot exceed two consecutive terms of five (5) years each.

Further, SEBI vide its circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 ('SEBI Implementation Circular') read with Regulation 24A(1A) Listing Regulations have inter-alia prescribed the terms and conditions including eligibility, qualifications and disqualifications with respect to appointment/re-appointment of Secretarial Auditor by the listed company. Pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations the Company has received written consent & eligibility letters from M/s. R & A Associates, Practising Company Secretaries (Firm Registration No. P1994AP011100) to conduct Secretarial Auditor of the Company.

In compliance with the above provisions and after evaluating and considering various factors such as audit experience, size of the firm and in fulfilment of the eligibility criteria and qualification prescribed under the Listing Regulations and SEBI Implementation Circular, the Audit Committee and the Board of Directors, at their meetings held on August 02, 2025 approved and recommended to the members of the Company for appointment of M/s. R & A Associates, Practising Company Secretaries (Firm Registration No. P1994AP011100) peer review number – 6659/2025 as the Secretarial Auditors of the Company to conduct the Secretarial Audit for a period of five (5) consecutive financial years commencing from FY 2025-26 up to FY 2029-30.

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M/s. R & A Associates is a firm of Practising Company Secretaries established in 1996. The firm is an integrated Corporate Secretarial and Legal Services firm, offering one-stop solutions for all corporate compliances and legal requirements, including advisory, guidance, and servicing for companies in India and abroad.

**Disclosures:** Taking guidance from Para V of the consultation papers released by SEBI vide its communication dated February 7, 2025 on aspects relating to secretarial compliance report, appointment of auditors and related party transactions of a listed entity, management presents following disclosures for consideration of its shareholders.

**Further information in respect of M/s. R & A Associates is encapsulated in the table below.**

S. no.	Particulars	Details
1.	Number of years of experience of the individual / Firm proposed to be appointed as Secretarial Auditor	28 Years
2.	Whether the Board of Directors have recommended appointment of the firm as the Secretarial Auditor of the listed entity	Yes. Board of Directors vide their resolution dated August 02, 2025 recommended appointment.
3.	The following information as disclosed to the Board of Directors:	
	(i) Website of the proposed Secretarial Auditor;	(i) <a href="https://rna-cs.com/">https://rna-cs.com/</a>
	(ii) Number of years of experience of the firm proposed to be appointed as a Secretarial Auditor	(ii) <ul style="list-style-type: none"> <li>• 11 years</li> <li>• 28 years</li> </ul>
	<ul style="list-style-type: none"> <li>• in carrying out Secretarial Audit of the companies or other bodies corporates;</li> <li>• in providing other services (compliance, filings etc.) to companies or other bodies corporates.</li> </ul>	
	(iii) Name of the other listed entities (equity / debt) for which the firm is the Secretarial Auditor.	(iii) Ravileela Granites Limited HRH Next Services Limited Containe Technologies Limited Country Club Hospitality & Holidays Ltd
	(iv) Details of the order passed against the proposed Secretarial Auditor by ICSI/SEBI/MCA/any other competent authority/ Court, both in India or outside India, in past five years.	(iv) No such Orders passed against the proposed Secretarial Auditor
	(v) Whether the proposed Secretarial Auditor has rendered any services as prohibited under SEBI Circular dated December 31, 2024, directly or indirectly to the listed entity or its holding company or subsidiary or any associates?. If yes, then provide details and actions, if any taken against the firm; and	(v) No, the proposed Secretarial Auditor has not rendered any services as prohibited under SEBI Circular dated December 31, 2024, directly or indirectly to the listed entity or its holding company or subsidiary or any associates.
	(vi) Fee related	(vi)
	a. Proposed fees payable to the Firm as	a.
	<ul style="list-style-type: none"> <li>• Auditor</li> <li>• For other services (please specify)</li> </ul>	<ul style="list-style-type: none"> <li>• ₹2,00,000/- per financial year</li> <li>• ₹1,20,000/- Annual Secretarial Compliance Report and one Scrutinizer Report. In case more than one Scrutinizer Report is required, the fees shall be charged separately for each report, as mutually agreed.</li> </ul>
	b. Total fees paid to previous / outgoing auditor	b. Not Applicable
	c. Rationale for material change in audit fees proposed to be paid to the proposed secretarial auditor as compared to the previous / outgoing auditor;	c. Not Applicable
	d. Total remuneration / fees, etc. received by the Secretarial Auditor from the company or group companies (holding, subsidiary, associate, joint ventures) in the last financial year along with details.	d. ₹18,75,000/- paid to the proposed Secretarial Auditor by the Company including group companies in the last financial year for secretarial audit, advisory, certification and reports.



<p>4. Past association (name and number of years to be disclosed) of the proposed Secretarial Auditor with:</p> <p>(i) Promoter / Promoter Group during the last 3 years</p> <p>(ii) Group companies (holding, subsidiary, associate, joint ventures) of the listed entity during the last 3 years.</p> <p>Provided that the details mentioned above shall be disclosed only if the past association in any of the 3 years has resulted in one of the following.</p> <p>(iii) Total income received by the firm from entities mentioned at (i) and (ii) above during that particular financial year exceeded 10% of the gross turnover of the firm at the end of the immediate preceding financial year of the appointment / reappointment.</p>	<p>(i) Not associated with Promoter/Promoter Group during last 3 years.</p> <p>(ii) The proposed Secretarial Auditor has been associated with the following subsidiaries of the listed entity during the last 3 years:</p> <ul style="list-style-type: none"> <li>• Optival Health Solutions Private Limited</li> <li>• Wynclark Pharmaceuticals Private Limited</li> <li>• Kalyani Meditimes Private Limited</li> <li>• Clearancekart Private Limited</li> <li>• Nova Sud Pharmaceuticals Private Limited</li> <li>• MedPlus Insurance Brokers Private Limited</li> </ul> <p>Additionally, the proposed Secretarial Auditor has been associated with the following step-down subsidiaries during the last 3 years:</p> <ul style="list-style-type: none"> <li>• Deccan Medisales Private Limited</li> <li>• Sai Sridhar Pharma Private Limited</li> <li>• Shri Banashankari Pharma Private Limited</li> <li>• Sidson Pharma Distributors Private Limited</li> <li>• Venkata Krishna Enterprises Private Limited</li> </ul> <p>(iii) The total income received by the firm from the entities referred to in items (i) and (ii) during the relevant financial year did not exceed 10% of the gross turnover of the firm as per the immediately preceding financial year prior to the appointment / reappointment.</p>
<p>5. Terms of the appointment as approved by the Board of Directors.</p>	<p>As mentioned in Resolution and Explanatory Statement.</p>
<p>6. Rationale of the Board of Directors for recommending the individual / Firm with past orders, if applicable, against them for appointment as Secretarial Auditor.</p>	<p>As mentioned in Resolution and Explanatory Statement.</p>

In this background, your Board has placed the proposal for appointment of Secretarial Auditor for a period of five years and fixation of remuneration, for your approval.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed transactions, except to the extent of their directorship and / or shareholding in the Company and / or Related Parties.

The Board of Directors recommends the approval of the resolution as Ordinary Resolutions as set out at Item No. 3 of this notice.

**ITEM NO. 4 Approval of Material Related Party Transactions of the Company with Optival Health Solutions Private Limited a Material Subsidiary Company.**

As per the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties

which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23(4) of the Listing Regulations, material transactions with related parties and subsequent material modifications require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per proviso to Regulation 23(1) of the Listing Regulations, transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower. The consolidated turnover of the Company as per the audited financial statements for FY 2024-25 stood at 61846.69 million. Accordingly, the limit of material RPT for the Company, based on the consolidated audited financial

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statements of the Company as on March 31, 2025 is ₹6184.66 million or ₹1000 Cr. whichever is lower. ("Materiality Threshold").

The Members of the Company, at their Annual General Meeting held on September 26, 2022, accorded their approval for entering material related party transactions with Optival Health Solutions Private Limited ("Optival") for a period of five (5) years i.e., from FY 22-23 to FY 26-27 for the value not exceeding ₹ 8000 millions.

The Company in its ordinary course of business engages in contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Optival, being the material subsidiary of the Company as per Listing Regulations. The transactions proposed to be undertaken by the Company with Optival are likely to exceed the Materiality Threshold of the Company under Reg. 23 of Listing Regulations.

**Particulars required under Section III-B of SEBI Master Circular dated November 11, 2024 are provided below:**

S. no	Particular	Details
1.	Name of the Related Party	Optival Health Solutions Private Limited
2.	Type of transaction	1. Sale & purchase of goods; 2. Rendering or availing of services, 3. Management services, 4. Receipt of Brand fee, 5. Leasing of or leasing out property, 6. Sale or Purchase of property, 7. Payment made by MedPlus on behalf of Optival, 8. Deemed Investment, 9. Jobwork charges, 10. Coupon collection received or paid
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	<ul style="list-style-type: none"> <li>Optival is a subsidiary of the Company</li> <li>The nature of concern is otherwise wherein in some cases Company is buyer and Optival is seller or vice versa, or where Company is a service provider and Optival is service recipient or vice versa.</li> </ul>
5.	Tenure of the proposed transaction	April 1, 2025 to March 31, 2026
6.	Value of the proposed transaction	Upto ₹10033.65 million
7.	Value of RPT as percentage of	<ul style="list-style-type: none"> <li>Company's audited consolidated annual turnover of ₹61846.69 million for the financial year 2024-25. Approx 17.92%</li> <li>Subsidiary's annual standalone turnover for the financial year 2024-25. Not Applicable</li> </ul>
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N/A
	i. details of the source of funds in connection with the proposed transaction	N/A



S. no	Particular	Details
	II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	N/A
	III. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N/A
	IV. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	N/A
<b>9.</b>	Justification as to why the RPT is in the interest of the Company.	<p>The Optival Health Solutions Private Limited ("OHSPL"), a material subsidiary of the Company, operates one of the largest and most trusted retail pharmacy chains in India under the brand name "MedPlus." The proposed transactions with OHSPL are in the best interest of the Company and its shareholders due to the following compelling reasons:</p> <ol style="list-style-type: none"> <li>1. Strategic Business Alignment &amp; Brand Leverage OHSPL exclusively operates under the "MedPlus" brand, offering an established retail footprint, logistics capability, and consumer trust. This enables efficient monetization of pharmaceutical and healthcare-related products, aligning seamlessly with the Company's core business strategy.</li> <li>2. Major Contributor to Consolidated Revenue as on March 31, 2025, approximately 98% of the Company's consolidated turnover is derived from transactions with OHSPL. This makes OHSPL a critical revenue-generating engine and strategic arm of the Company.</li> <li>3. The proposed RPTs support operational continuity in areas such as: <ol style="list-style-type: none"> <li>(i) Shared services (e.g., IT, branding, HR, logistics)</li> <li>(ii) Purchase/sale of products</li> <li>(iii) Infrastructure sharing (rental, warehousing).</li> </ol> </li> </ol>
<b>10.</b>	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder.	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or cost on cost plus reasonable market basis as well as in line with the Company's Policy on Materiality and dealing with related parties.
<b>11.</b>	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts pursuant to section 102(1) of the Act, forming part of this notice.

The material related party transactions as set out in Item No. 4 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee. Approval of Members sought for the material related party transactions as given in Item No. 4 shall be valid for a period of one year April 1, 2025 to March 31, 2026. No related party of the Company shall vote to approve resolution(s) set out in Item no. 4 of the Notice, whether such related party, is a related party to the particular transaction(s) or not.

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None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed transactions, except to the extent of their directorship and / or shareholding in the Company and / or Related Parties.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolutions as set out in Item No. 4 of this Notice for approval of the members.

**ITEM NO. 5. 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 2025-26**

Upon recommendation of the Audit Committee, the Board of Directors of the Company 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 2025-26 at a remuneration of ₹1,30,000/- (Rupees One Lakh Thirty Thousand only), 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. M/s. M P R & Associates, Cost Accountants has furnished the eligibility certificate for appointment as Cost Auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed transactions, except to the extent of their directorship and / or shareholding in the Company and / or Related Parties.

The Board of Directors recommends the approval of the Resolution as Ordinary Resolutions as set out at Item no. 5 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

**Date:** August 02, 2025

**Place:** Hyderabad

**NOTE:- IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that a company can serve the notice / documents including Annual Report by sending e-mail to its Members. To support this green initiative of the Government in full measure, the Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses and in case of Members holding shares in demat, with the depository through concerned Depository Participants.



## ANNEXURE A

## Brief profile of Directors proposed for re-appointment

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 Directors proposed to be re-appointed/appointed is as given below:

Name of Director	<b>Dr. Cherukupalli Bhaskar Reddy</b>
Date of Birth	13/06/1968
Age	57 years
Date of first appointment on the Board	26/10/2023
Qualification	MBBS, M.S in Gen-Surgery, FRCS (Edinburgh -UK)
Brief Profile and Experience and Expertise	Dr. Cherukupalli Bhaskar Reddy has done MBBS from Kurnool Medical College, Andhra Pradesh in the year 1992, MS in Gen Surgery from Manipal Academy of Higher Education (MAHE), Mangalore in the year 1997 and FRCS in Edinburgh (UK) in the year 2003. He is associated with the Company/ group since inception of the Company. He was overseeing the Recruitment, training, expansion of the business and having rich experience more than two decades in the field of retail pharmacy, business strategy, building the leadership and making company towards process driven establishment. He is looking after the pharmacy operations of the Company.
Remuneration Last Drawn	11.96 millions.
Remuneration to be Drawn	N/A
No of Board Meeting attended during the year	Refer Corporate Governance Report of the Annual Report.
Shareholding in the Company	6,09,687 equity Shares (0.51%) as on Aug 02, 2025
Relationship with other Directors and KMPs	Not related to any Director/Key Managerial Personnel of the company
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• Optival Health Solutions Private Limited</li> <li>• Nova Sud Pharmaceuticals Private Limited</li> <li>• Kalyani Meditimes Private Limited</li> <li>• Clearancekart Private Limited</li> <li>• Wynclark Pharmaceuticals Private Limited</li> <li>• Agilemed Investments Private Limited</li> <li>• Lone Furrow Investments Private Limited</li> <li>• Gangadi Investments Private Limited</li> <li>• Dr. Bhaskarreddy and Madhulatha Ventures Private Limited</li> <li>• Madhukar Gangadi Ventures Private Limited</li> </ul>
Chairperson/Membership of committee held in other Companies	<ul style="list-style-type: none"> <li>• Wynclark Pharmaceuticals Private Limited</li> </ul>
Listed Entities from which the person has resigned in the past 3 years	NIL
Terms and Conditions of Appointment	No Change from the appointment as WTD of the Company vide its resolution dated November 30, 2023.