MedPlus Health Services Limited

July 23, 2026

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: Notice of 20th Annual General Meeting of the Company for the Financial Year 2025-26

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 20th Annual General Meeting ('AGM') of the Company for the Financial Year 2025-26.

The 20th Annual General Meeting is scheduled to be held on Monday, August 17, 2026 at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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

You are requested to kindly take note of the same.

Thanking You
Yours faithfully

For MedPlus Health Services Limited

Shrenik Soni
Digitally signed by Shrenik Soni
Date: 2026.07.23 18:42:22 +05'30'

Shrenik Soni
Company Secretary & Compliance Officer
(M. No. F12400)

Enclosed: a/a

NOTICE

NOTICE is hereby given that **Twentieth Annual General Meeting** ('20th AGM') of MedPlus Health Services Limited ('the Company') will be held on **Monday, August 17, 2026, at 03:30 PM (IST)**, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility, to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon.**

2. **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:

3. **Appointment of Mr. Mohan Krishna Reddy (DIN: 00093185) as an Independent Director of the Company**

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

   "RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of Regulations 16(1)(b), 17(1)(a), 17(1A) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on May 20, 2026, , Mr. Mohan Krishna Reddy (DIN: 00093185), who was appointed as an Additional Director (Category: Non-Executive, Independent) by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from May 20, 2026 up to and including May 19, 2031, on such terms and conditions as set out in the Explanatory Statement annexed hereto, which shall form part of this Resolution."

   "RESOLVED FURTHER THAT in terms of the proviso to Regulation 17(1A) of the SEBI LODR Regulations, the consent of the Members be and is hereby accorded for the appointment and continuation of Mr. Mohan Krishna Reddy as a Non-Executive Independent Director of the Company, notwithstanding that he may attain the age of 75 or more years during the aforesaid term of appointment."

   "RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, sign and execute all documents, forms and returns, and take all such steps as may be required, necessary, proper or expedient to give effect to this Resolution and to comply with all applicable laws, rules, regulations and procedural requirements, including filing of the requisite forms/returns with the Registrar of Companies and intimation to the Stock Exchange(s) on which the securities of the Company are listed."

4. **Appointment of Mr. Ajit Pandurang Rangnekar (DIN: 01676516) as an Independent Director of the Company**

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

   "RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152,160 and 161 read with Schedule IV of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of Regulations 16(1)(b), 17(1)(a), 17(1A) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on May 20, 2026, Mr. Ajit Pandurang Rangnekar (DIN: 01676516), who was appointed as an Additional Director (Category: Non-executive, Independent) by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act, and who has submitted a declaration that he/she meets the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from May 20, 2026 up to and including May 19, 2031, on such terms and conditions as set out in the Explanatory Statement annexed hereto, which shall form part of this Resolution."

   "RESOLVED FURTHER THAT in terms of the proviso to Regulation 17(1A) of the SEBI LODR Regulations, the consent of the Members be and is hereby accorded for the appointment and continuation of Mr. Ajit Pandurang Rangnekar as a Non-Executive Independent Director of the Company, notwithstanding that he has attained the age of 79 (seventy-Nine) years during the aforesaid term of appointment."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, sign and execute all documents, forms and returns, and take all such steps as may be required, necessary, proper or expedient to give effect to this Resolution and to comply with all applicable laws, rules, regulations and procedural requirements, including filing of the requisite forms/returns with the Registrar of Companies and intimation to the Stock Exchange(s) on which the securities of the Company are listed."

5. **Re-appointment of Mr. Gangadi Madhukar Reddy (DIN: 00098097) as the Managing Director & CEO of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("Act") , the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for the re-appointment of Mr. Gangadi Madhukar Reddy (DIN: 00098097) as the Managing Director & Chief Executive Officer of the Company for a period of five years with effect from August 03, 2026 to August 02, 2031 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors.

   RESOLVED FURTHER THAT during the tenure of his appointment, Mr. Gangadi Madhukar Reddy shall be entitled to consolidated remuneration of an amount not exceeding ₹4.00 million per year or such amount as may be approved by the Board of Directors/Nomination and Remuneration Committee from time to time within the limits prescribed under the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

   RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Company shall pay to Mr. Gangadi Madhukar Reddy the remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013 and applicable laws.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to alter, vary, revise or increase the remuneration, perquisites and other terms and conditions of appointment from time to time within the limits approved by the Members and permissible under applicable laws.

   RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this Resolution."

6. **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 2026-27.**

   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 2026-27, amounting to ₹1,50,000 (Rupees One Lakh Fifty 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
FCS7460

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

Date: May 20, 2026
Place: Hyderabad

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **the 20th AGM of the Company is being held through VC/ OAVM on Monday, August 17, 2026, at 03:30 PM (IST)**. This Notice of the 20th AGM ('Notice') is approved by Board of Directors in its meeting dated May 20, 2026.

2. The proceedings of the 20th AGM shall be deemed to be conducted at the Registered Office of the Company at H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad - 500037, Telangana, India.

3. An Explanatory statement pursuant to the provisions of Section 102(1) of the Act, setting out the material facts concerning the special business with respect to Item Nos. 3 to 6 forms part of this Notice. Further, relevant information pursuant to Regulation 36(3) and other relevant provisions of the Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2), issued by The Institute of Company Secretaries of India, in respect of details of Directors seeking appointment/re-appointment at AGM with respect to Item Nos. 3 to 6 is furnished as Annexure to this Notice.

4. Pursuant to the above-mentioned MCA Circulars, since physical attendance of the Members is not required at the AGM, 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.

5. Pursuant to the section 105 of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI circulars, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this, AGM and hence, the proxy form, attendance slip and route map are not annexed to this notice.

6. In case of joint holders attending the AGM through VC/ OAVM, Member whose name appears as the first holder in the order of their names as per the Register of Members of the Company, as on the cut-off date will be entitled to vote at the AGM.

7. Members of the Company under the category of Corporate/ Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat. Corporate/ Institutional Shareholders 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.

   Pursuant to Section 113 of the Companies Act, 2013, the Corporate/Institutional Shareholders are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorisation, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by email to rashida@rna-cs.com with a copy marked to evoting@kfintech.com and to the Company at cs@medplusindia.com.

8. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding (as per Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (as per Section 189 of the Act), and other relevant documents referred to in the Notice or Explanatory Statement, may do so electronically 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., August 17, 2026. Members may send their requests to cs@medplusindia.com from their registered email addresses mentioning their name, Folio No./DP ID and Client ID.

9. 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 - 500032.

10. **NOMINATION:**

    As per the provisions of Section 72 of the Act and relevant SEBI Circulars, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. Further, all new Members are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).

    If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at www.medplusindia.com or from the RTA's website at https://www.kfintech.com.

Members are requested to submit the said form to their DPs in case the shares are held in electronic form and on the website of the RTA at and on the website of the RTA at https://www.kfintech.com in case the shares are held in physical form, quoting their folio no(s).

11. **TRANSFER OF SHARES PERMITTED IN DEMATERIALISED FORM ONLY:**

In accordance with Regulation 40 of the Listing Regulations, as amended, with effect from April 01, 2019, securities of listed companies can be transferred only in dematerialised form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any 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 (duplicate of share certificate)/ ISR-5 (transmission), the format of which is available on Company's website at www.medplusindia.com and on the website of the RTA at https://www.kfintech.com. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request to the Company/RTA for any assistance relating to the shares of the Company.

Members holding shares in physical form can 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.

12. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:**

In accordance with the circulars issued by the MCA and the SEBI, the Notice of the 20th AGM along with the Annual Report for the financial year 2025-26 is being sent in electronic form only to Members whose e-mail addresses are registered with the Company / Registrar & Share Transfer Agent (RTA) / Depository Participants (DPs). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is also being sent to the Members whose e-mail ids are not registered with Company/RTA/DP, providing the web-link of Company's website where the Integrated Annual Report of the Company for financial year 2025-26 can be accessed.

The Company shall send the physical copy of the 20th Annual Report for FY 2025-26 only to those Members who specifically request for the same at cs@medplusindia.com or email to RTA at einward.ris@kfintech.com mentioning their Folio numbers/DP-ID and Client-ID

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:

KFin Technologies Limited,
Unit – MedPlus Health Services Limited
Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

13. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2025-2026 is also available on the website of the Company at www.medplusindia.com website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at https://evoting.kfintech.com/public/Downloads.aspx

14. **SCRUTINISER FOR E-VOTING:**

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

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast prior the AGM) and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.medplusindia.com and on the website of NSDL & CDSL and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

15. **SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM:**

For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id ir@medplusindia.com / cs@medplusindia.com at least 72 hours before the time fixed for the AGM, i.e., by 3:30 PM (IST) on August 14, 2026, 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. August 10, 2026, may also visit https://emeetings.kfintech.com and click on the tab "Post Your Queries" and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window shall be closed 72 hours before the time fixed for the AGM, i.e., by 3:30 PM (IST) on August 14, 2026.

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 endeavour to address, at the AGM, the queries received up to 3:30 PM (IST) on August 14, 2026, from Members who have submitted their queries from their registered email IDs. Members are requested to note that their queries will be addressed only if they continue to hold shares of the Company as on the cut-off date.

16. **SPEAKER REGISTRATION BEFORE AGM:**

Members who would like to express their views/ ask questions as a Speaker at the AGM may pre-register themselves by visiting https://emeetings.kfintech.com and clicking on "Speaker Registration" between Tuesday, August 11, 2026 from 10:00 A.M. (IST) to Friday, August 14, 2026 till 03:30 P.M. (IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Further, the sequence in which the Members will be called upon to speak will be solely determined by the Company.

17. 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. 18 & 19 below.

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

    a. The Members will be provided with a facility to attend the AGM through VC/OAVM 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. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. 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 to avoid last minute rush.

    b. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to allow camera and 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 as per the MCA Circulars. This will not include large Shareholders (i.e. Shareholders holding 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.

    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 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 or Helpline: 1800 309 4001 for any further clarifications.

19. INSTRUCTIONS FOR REMOTE E-VOTING:

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

a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the August 10, 2026 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on August 14, 2026 at 9:00 a.m. IST and ends on August 16, 2026 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 i.e August 10, 2026.

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.

e) Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/ update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at www.medplusindia.com and on the website of KFin at https://ris.kfintech.com/clientservices/isc/isrforms.aspx

f) In compliance with the provisions of Sections 110 and 108 of the Act read with the Management Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ("e-voting") on the e-voting platform provided by KFin to enable them to cast their votes electronically.

g) The details of the process and manner for e-voting are explained hereinbelow:

I. Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. 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 ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under **"Login"** which is available under **"IDeAS"** section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select "**Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the **"Login"** icon, available under the **'Shareholder/Member'** section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

Individual Shareholders holding securities in demat mode with CDSL	**C. By visiting the e-voting website of CDSL:** 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., **KFintech**.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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

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

Members facing any technical issue - NSDL	**Members facing any technical issue – CDSL**
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the **EVENT, i.e., 9881**
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.

10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.

11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at rashida@rna-cs.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

20. **OTHER INSTRUCTIONS:**

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com or contact at investors@medplusindia.com , or Corporate Registry, KFin Technologies Limited, Selenium 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 or call KFintech's toll free No.: 1800-309 4001 454-001 for any further clarifications.

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

c. The remote e-voting period commences on August 14, 2026 (09:00 AM IST) and ends on August 16, 2026 (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 August 10, 2026 may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

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

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

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

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

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

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

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

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

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

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

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

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

QR Code to access KPRISM:

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 . 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

24. **Webcast:**

    Your Company will be providing the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM. 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: May 20, 2026
Place: Hyderabad

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

APPOINTMENT OF MR. MOHAN KRISHNA REDDY (DIN: 00093185) AS AN INDEPENDENT DIRECTOR (SPECIAL RESOLUTION)

A. Background and NRC Recommendation

The Nomination and Remuneration Committee (the "NRC") of the Board, constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR Regulations, at its meeting held on May 20, 2026, reviewed the composition and diversity requirements of the Board and, upon evaluation of the profile, experience and expertise of Mr. Mohan Krishna Reddy, recommended his appointment as an Independent Director on the Board of the Company.

Based on the aforesaid recommendation of the NRC, the Board of Directors, at its meeting held on May 20, 2026, approved the appointment of Mr. Mohan Krishna Reddy as an Additional Director in the category of Independent Director of the Company with effect from May 20, 2026, pursuant to Section 161(1) of the Act, subject to the approval of Members at the ensuing Annual General Meeting.

B. Candidature and Formal Process

The candidature of Mr. Mohan Krishna Reddy for appointment as an Independent Director has been identified and recommended solely by the Nomination and Remuneration Committee pursuant to Section 178(2) and Section 178(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

- Mr. Mohan Krishna Reddy has furnished the following documents to the Company:
- Written consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Act; and
- Declaration of Independence confirming that he meets the criteria of independence laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, and that he is not debarred from holding the office of Director pursuant to any SEBI order.

C. Special Resolution Required - Regulation 17(1A) of the SEBI LODR Regulations

Regulation 17(1A) of the SEBI LODR Regulations provides that no listed company shall appoint a person as a Non-Executive Director who has or may attain the age of seventy-five (75) years unless a Special Resolution is passed to that effect, and the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person.

Mr. Mohan Krishna Reddy was born on May 03, 1956 aged 70 years. Accordingly, his/her appointment as Independent Director requires the approval of Members by way of a Special Resolution in terms of the proviso to Regulation 17(1A) of the SEBI LODR Regulations.

Justification for appointment of a person who has or may attain the age of 75 years or more:

The NRC and the Board, in recommending the appointment of Mr. Mohan Krishna Reddy have taken into account the following factors:

- Extensive and distinguished experience of three decades of rich, diverse, and extensive experience in the fields of Finance and Strategy.
- Deep domain knowledge and nuanced understanding of corporate strategy, finance, leadership development that will significantly benefit the Board and the Company;
- His/her continued physical and mental fitness and ability to devote adequate time and attention to the affairs of the Company;
- The Board is of the view that his appointment will enhance the quality of Board deliberations, strengthen the independence of the Board, and contribute to the overall governance framework of the Company.

D. Criteria of Independence and Board Opinion

The Board is satisfied that Mr. Mohan Krishna Reddy meets all the criteria of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations. In the opinion of the Board, he:

- Is not a promoter of the Company or its holding, subsidiary or associate company;
- Is not related to any promoter, Director or Key Managerial Personnel of the Company;
- Has not had any pecuniary relationship with the Company, its holding, subsidiary, or associate company or their promoters or Directors during the two immediately preceding financial years or during the current financial year;
- Does not hold (along with relatives) two percent or more of the total voting power of the Company; and
- Is not a material supplier, service provider, customer, or lessor/lessee of the Company.

The Board is further satisfied that Mr. Mohan Krishna Reddy possesses the requisite integrity, expertise, experience and proficiency as envisaged under the Act and the SEBI LODR Regulations, and that his/her appointment is in the best interests of the Company and its stakeholders.

E. Interest of Directors, Key Managerial Personnel and their Relatives

Mr. Mohan Krishna Reddy is not concerned or interested in this Resolution to the extent of his/her own appointment as Independent Director. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives, is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

F. Board Recommendation

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the Resolution set out at Item No. 5 of this Notice for approval of the Members of the Company by way of a Special Resolution. The Board is of the view that the appointment of Mr. Mohan Krishna Reddy as an Independent Director will strengthen the governance and oversight capabilities of the Board.

Additional information required pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings is provided in Annexure - A forming part of the Notice.

ITEM NO. 4:

APPOINTMENT OF MR. AJIT PANDURANG RANGNEKAR (DIN: 01676516) AS AN INDEPENDENT DIRECTOR (SPECIAL RESOLUTION)

A. Background and NRC Recommendation

The Nomination and Remuneration Committee (the "NRC") of the Board, constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR Regulations, at its meeting held on May 20, 2026, reviewed the composition and diversity requirements of the Board and, upon evaluation of the profile, experience and expertise of Mr. Ajit Pandurang Rangnekar, recommended his/her appointment as an Independent Director on the Board of the Company.

Based on the aforesaid recommendation of the NRC, the Board of Directors, at its meeting held on May 20, 2026, approved the appointment of Mr. Ajit Pandurang Rangnekar as an Additional Director in the category of Independent Director of the Company with effect from May 20, 2026, pursuant to Section 161(1) of the Act, subject to the approval of Members at the ensuing Annual General Meeting.

B. Candidature and Formal Process

The candidature of Mr. Ajit Pandurang Rangnekar for appointment as an Independent Director has been identified and recommended solely by the Nomination and Remuneration Committee pursuant to Section 178(2) and Section 178(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Ajit Pandurang Rangnekar has furnished the following documents to the Company:

- Written consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 confirming that he/she is not disqualified under Section 164(2) of the Act; and
- Declaration of Independence confirming that he/she meets the criteria of independence laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, and that he/she is not debarred from holding the office of Director pursuant to any SEBI order.

C. Special Resolution Required - Regulation 17(1A) of the SEBI LODR Regulations

Regulation 17(1A) of the SEBI LODR Regulations provides that no listed company shall appoint a person as a Non-Executive Director who has attained the age of seventy-five (75) years unless a Special Resolution is passed to that effect, and the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person.

Mr. Ajit Pandurang Rangnekar was born on January 21, 1947 aged 79 years. Accordingly, his/her appointment as Independent Director requires the approval of Members by way of a Special Resolution in terms of the proviso to Regulation 17(1A) of the SEBI LODR Regulations.

Justification for appointment of a person who has attained the age of 75 years:

The NRC and the Board, in recommending the appointment of Mr. Ajit Pandurang Rangnekar have taken into account the following factors:

- Extensive and distinguished experience of over 50 years in manufacturing, services, trading, shipping, consulting, education and non-profit sectors, including more than 25 years at CEO level.
- Deep domain knowledge and nuanced understanding of corporate strategy, innovation, finance, leadership development and supply chain optimisation that will significantly benefit the Board and the Company;
- His/her continued physical and mental fitness and ability to devote adequate time and attention to the affairs of the Company;
- The Board is of the view that his appointment will enhance the quality of Board deliberations, strengthen the independence of the Board, and contribute to the overall governance framework of the Company.

D. Criteria of Independence and Board Opinion

The Board is satisfied that Mr. Ajit Pandurang Rangnekar meets all the criteria of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations. In the opinion of the Board, he/she:

- Is not a promoter of the Company or its holding, subsidiary or associate company;
- Is not related to any promoter, Director or Key Managerial Personnel of the Company;
- Has not had any pecuniary relationship with the Company, its holding, subsidiary, or associate company or their promoters or Directors during the two immediately preceding financial years or during the current financial year;
- Does not hold (along with relatives) two percent or more of the total voting power of the Company; and
- Is not a material supplier, service provider, customer, or lessor/lessee of the Company.

The Board is further satisfied that Mr. Ajit Pandurang Rangnekar possesses the requisite integrity, expertise, experience and proficiency as envisaged under the Act and the SEBI LODR Regulations, and that his/her appointment is in the best interests of the Company and its stakeholders.

E. Interest of Directors, Key Managerial Personnel and their Relatives

Mr. Ajit Pandurang Rangnekar is not concerned or interested in this Resolution to the extent of his/her own appointment as Independent Director. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives, is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

F. Board Recommendation

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the Resolution set out at Item No. 5 of this Notice for approval of the Members of the Company by way of a Special Resolution. The Board is of the view that the appointment of Mr./Ms. [Name of Director] as an Independent Director will strengthen the governance and oversight capabilities of the Board.

Additional information required pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings is provided in Annexure A forming part of the Notice.

ITEM NO. 5:

APPOINTMENT OF MR. GANGADI MADHUKAR REDDY (DIN: 00098097) AS MANAGING DIRECTOR & CEO (SPECIAL RESOLUTION)

A. Background and Present Term of Office

Mr. Gangadi Madhukar Reddy (DIN: 00098097) is the Managing Director & Chief Executive Officer of the Company. He was first appointed as Managing Director & CEO pursuant to a resolution passed by the Members of the Company, and his present term of office expires on August 02, 2026.

Mr. Gangadi Madhukar Reddy has been associated with the Company for over 19 (nineteen) years and has been instrumental in driving the Company's growth, operational excellence, strategic expansion and long-term value creation for all stakeholders. Under his leadership, the Company has achieved significant milestones in business performance, profitability, governance standards and market positioning.

B. Recommendation of the Nomination and Remuneration Committee and Board Approval

The Nomination and Remuneration Committee (the "NRC"), constituted in accordance with Section 178 of the Companies Act, 2013 (the "Act") and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), at its meeting held on May 20, 2026, evaluated the performance, leadership capabilities, industry expertise, strategic acumen and overall contribution of Mr. Gangadi Madhukar Reddy to the Company, and pursuant to the Nomination and Remuneration Policy of the Company framed under Section 178(4) of the Act and Regulation 19(4) of the SEBI LODR Regulations, recommended his re-appointment as Managing Director & Chief Executive Officer of the Company for a further term of five (5) years.

Based on the aforesaid recommendation of the NRC, the Board of Directors (the "Board"), at its meeting held on May 20, 2026, approved the re-appointment of Mr. Gangadi Madhukar Reddy as Managing Director & Chief Executive Officer of the Company for a further period of five (5) years with effect from August 03, 2026, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

C. Principal Terms and Conditions of Re-appointment

Name	Mr. Gangadi Madhukar Reddy
DIN	00098097
Designation	Managing Director & Chief Executive Officer
Previous Term Expiry	August 02, 2026
Commencement of Re-appointment	August 03, 2026
Term	Five (5) years: August 03, 2026 to August 02, 2031 (both days inclusive)
Nature of Appointment	Executive Director – not liable to retire by rotation

Remuneration - Maximum Ceiling	Consolidated remuneration not exceeding ₹4.00 million per annum
Remuneration in Absence / Inadequacy of Profits	As per limits applicable under Schedule V to the Companies Act, 2013)
Other Benefits	As per the Company's applicable policies.
Sitting Fees	Not applicable (Executive Director)
Stock Options	As per the Company's applicable ESOP Scheme(s), if any

D. Minimum Remuneration under Schedule V

In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Gangadi Madhukar Reddy as Managing Director & CEO, the remuneration payable to him shall be governed by and shall not exceed the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V thereto, as applicable to the Company based on its effective capital, and subject to compliance with all conditions specified therein, including requisite approvals under the Act and the Rules made thereunder.

E. Declarations and Eligibility

Mr. Gangadi Madhukar Reddy satisfies all the conditions as set out in Part I of Schedule V to the Companies Act, 2013 and as also conditions set out under Section 196(3) of the Act. The Company has received from Mr. Gangadi Madhukar Reddy:

- Written consent to act as Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 confirming that he is not disqualified to act as Director under Section 164(2) of the Act; and
- Declaration confirming compliance with the conditions specified in Part I of Schedule V and Section 196(3) of the Companies Act, 2013.

F. Interest of Directors, Key Managerial Personnel and their Relatives

Mr. Gangadi Madhukar Reddy and his relatives are concerned or interested in this Resolution to the extent of his own re-appointment and the remuneration payable to him. None of the other Directors, Key Managerial Personnel of the Company, or their respective relatives, is in any way, concerned or interested, financially or otherwise, in this Resolution.

G. Board Recommendation

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and having regard to the performance, leadership, expertise and the long and distinguished association of Mr. Gangadi Madhukar Reddy with the Company, recommends the Resolution at Item No. 5 for approval of the Members of the Company by way of a Special Resolution.

This Explanatory Statement, together with the accompanying Notice, shall also be treated as an abstract of the terms and conditions of re-appointment of Mr. Gangadi Madhukar Reddy and the memorandum of interest of Directors pursuant to Section 190 of the Companies Act, 2013.

ITEM NO. 6.

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 2026-27

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 2026-27 at a remuneration of ₹1,50,000/- (Rupees One Lakh Fifty 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. 6 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2026-27.

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. 6 of the Notice.

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	Dr. Cherukupalli Bhaskar Reddy
DIN	00926550
Date of Birth and Age	13.06.1968, 55 years
Date of first appointment on the Board	26.10.2023
Nationality	Indian
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 from 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	10.31 million.
Remuneration sought to be paid	NA
No of Board Meeting attended during the year	5
Number of shares held in the Company either by self or as a Beneficial Owner	6,09,687 equity Shares
Inter se Relationship with other Directors and KMPs	None
Directorships held in other Companies including other listed companies	• Optival Health Solutions Private Limited • Nova Sud Pharmaceuticals Private Limited • Kalyani Meditimes Private Limited • Clearancekart Private Limited • Wynclark Pharmaceuticals Private Limited • Agilemed Investments Private Limited • Lone Furrow Investments Private Limited • Gangadi Investments Private Limited • Dr. Bhaskarreddy and Madhulatha Ventures Private Limited • Madhukar Gangadi Ventures Private Limited
Chairperson/Membership of committee held in other Companies	Wynclark Pharmaceuticals Private Limited – Member in AC and NRC
Listed Entities from which the person has resigned in the past 3 years	NIL
Terms and Conditions of Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013

Name of Director	Mr. Mohanakrishna Reddy Arvabumi
Director Identification Number (DIN)	00093185
Date of Birth and Age	03.05.1956, 70 years
Date of First Appointment on the Board	20.05.2026
Nationality	Indian
Qualifications	• Master's degree in Finance from the Jamnalal Bajaj Institute of Management Studies • First Class degree in Economics from the University of Madras.
Brief Profile, Experience and Expertise	Mr. Mohanakrishna Reddy Arvabumi brings over three decades of rich, diverse, and extensive experience in the fields of Finance and Strategy. He holds a Master's degree in Finance from the Jamnalal Bajaj Institute of Management Studies and a First Class degree in Economics from the University of Madras. His distinguished career spans senior leadership roles across reputed institutions, including Indian Bank, Unit Trust of India, ANZ Grindlays Bank, JM Financial, Cyient, and AppLabs. As a senior investment banker with leading institutions such as ANZ Grindlays Bank and JM Financial, he has advised large corporates across Mumbai and South India in raising capital through IPOs, debt syndication, and other structured financing instruments. He has successfully led and executed numerous strategic transactions, including joint ventures, mergers and acquisitions (both domestic and cross-border), across a wide range of sectors. In his capacity as Chief Financial Officer at Cyient and AppLabs, Mr. Reddy played a pivotal role in shaping strategic direction, driving both organic and inorganic growth, and strengthening financial frameworks. He has implemented robust policies and processes to enhance internal controls, improve operational efficiency, expand margins, and ensure long-term financial stability. He has been actively associated with industry and entrepreneurial bodies, including Confederation of Indian Industry, The Indus Entrepreneurs, Madras Chamber of Commerce and Industry, and Hyderabad Angels. He has over three decades of rich, diverse, and extensive experience in the fields of Finance and Strategy.
Remuneration Last Drawn	Not Applicable
Remuneration sought to be paid	Sitting Fees only
No of Board Meeting attended during the year	Not Applicable
Number of shares held in the Company either by self or as a Beneficial Owner	Nil
Inter se Relationship with other Directors and KMPs	None
Directorships held in other Companies including other listed companies	• Chettinad Cement Corporation Private Limited • Banyan Securities And Financial Services Private Limited • Al-Ara India Private Limited • M.Anandam Consultancy Services Private Limited
Listed entities from which the person has resigned from the directorship in the past three years	None
Terms and conditions of the appointment including details of remuneration sought to be paid and the last remuneration drawn	According to the Terms and Conditions of Appointment for Independent Directors as available on the Company's Website.
Justification for appointment (including remuneration) and skills and capabilities requiredfor the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Mr. Mohanakrishna Reddy Arvabumi is a person of integrity and considering his qualifications, extensive knowledge, appointment of Mr. Mohanakrishna Reddy Arvabumi is in the interest of the Company.

Name of Director	Mr. Ajit Pandurang Rangnekar
Director Identification Number (DIN)	01676516
Date of Birth and Age	21.01.1947, 79 years
Date of First Appointment on the Board	20.05.2026
Nationality	Indian
Qualifications	• B.Tech (Hons.) in Chemical Engineering from Indian Institute of Technology, Bombay • PGP from Indian Institute of Management, Ahmedabad.
Brief Profile, Experience and Expertise	Mr. Ajit Pandurang Rangnekar seasoned business leader, strategist and advisor with over 50 years of diverse experience across manufacturing, services, trading, shipping, consulting, education and non-profit sectors, including more than 25 years at CEO level. He brings deep expertise in corporate strategy, innovation, finance, leadership development and supply chain optimisation. Currently, he serves as a consultant, board director and advisor to startups, mentoring organisations through growth, transformation and governance initiatives. His international exposure includes over 20 years in Hong Kong in leadership roles spanning shipping, trading, treasury and consulting, including serving as Head of Consulting for Price Waterhouse and PwC Consulting. An entrepreneur and institution builder, he combines strategic insight with operational excellence and strong financial acumen. Expertise: Enterprise value and governance via multiple Board and Advisory roles
Remuneration Last Drawn	Not Applicable
Remuneration sought to be paid	Sitting Fees only
No of Board Meeting attended during the year	Not Applicable
Number of shares held in the Company either by self or as a Beneficial Owner	Nil
Interse Relationship with other Directors and KMPs	None
Directorships held in other Companies including other listed companies	• BTW Build India Foundation • Research And Innovation Circle Of Hyderabad • TSIC Foundation • SVP Philanthropy Foundation • Innovation And Entrepreneurship Federation Of CCS Niam • L V P Eye Innovations Foundation • In-Solutions Global Limited
Listed entities from which the person has resigned from the directorship in the past three years	None
Justification for appointment (including remuneration) and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Mr. Ajit Pandurang Rangnekar is a person of integrity and considering his qualifications, extensive knowledge, appointment of Mr Mr. Ajit Pandurang Rangnekar is in the interest of the Company.

Name of Director	Mr. Gangadi Madhukar Reddy
Director Identification Number (DIN)	00098097
Date of Birth and Age	20/09/1967, 59 years
Date of First Appointment on the Board	30.11.2006
Nationality	Indian
Qualifications	• Bachelor's degree in Medicine and Surgery • Master's degree in Business Administration from the Wharton School, University of Pennsylvania.
Experience/ Brief Profile	Mr. Gangadi Madhukar Reddy is one of the Promoters of the Company and has been a Director since the incorporation of MedPlus
Remuneration Last Drawn	Refer Corporate Governance report.
Remuneration sought to be paid	₹4.00 million or such amount as may be approved by the Board of Directors/ Nomination and Remuneration Committee from time to time within the limits prescribed under the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.
No of Board Meeting attended during the year	5
Number of shares held in the Company either by self or as a Beneficial Owner	1,53,50,400 equity shares held by self 1,72,80,732 equity shares held as the beneficial owner of Lone furrow Investments Private Limited 1,56,49,485 equity shares held as the beneficial owner of Agilemed Investments Private Limited
Inter se Relationship with other Directors and KMPs	None
Directorships held in other Companies including other listed companies	• Agilemed Investments Private Limited • Hinshitsu Manufacturing Private Limited • Madhukar Gangadi Ventures Private Limited • Lonefurrow Investments Private Limited • Gangadi Investments Private Limited • Optival Health Solutions Private Limited • Foundation For Research and Innovation in Policy • Medplus Foundation
Memberships / chairmanships of committees of the Boards of companies	Member of Stakeholder Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.
Listed entities from which the person has resigned from the directorship in the past three years	None
Terms and conditions of the appointment including details of remuneration sought to be paid and the last remuneration drawn	According to the Terms and Conditions of Appointment is available on the Company's Website.