

February 24, 2026

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

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

Dear Sir/Madam,

Subject: Notice of Postal Ballot by voting through electronic means.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith the Postal Ballot Notice along with the Explanatory Statement thereto, seeking approval of the Members by way of Ordinary Resolution through Postal Ballot via remote e-voting for **“Approval of Material Related Party Transactions between the Medplus Health Services Limited (“Company”) and Optival Health Solutions Private Limited, its Material Subsidiary”**.

In accordance with circulars issued by Ministry of Corporate Affairs, the Postal Ballot Notice has been sent today i.e. February 24, 2026 through electronic mode to all those shareholders name appearing in the Register of Members and whose e-mail ID is registered with the Company / Depositories as on Friday, February 20, 2026 (“Cut-off date”).

The Company has availed the services of KFin Technologies Limited (‘KFin’) for providing remote e-voting facility to all its Members. The remote e-voting period shall commence on Wednesday, on February 25, 2026 from 9:00 A.M. (IST) and shall conclude on Thursday, March 26, 2026 at 5:00 P.M. (IST). The e-voting module shall be disabled by KFin thereafter.

The result of remote e-voting along with the Scrutinizer Report received from Mrs. Rashida Hatim Adenwala, (ICSI Membership No. F4020), (the scrutnizer), Founder and Partner of M/s. R & A Associates, Practicing Company Secretaries, Hyderabad will be submitted within two working days of conclusion of Postal Ballot.

The Postal Ballot Notice 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.

This is for your information and record.

Thanking You
Yours faithfully,

For MedPlus Health Services Limited

Manoj Kumar Srivastava
Company Secretary & Compliance Officer

Encl: Postal Ballot Notice

MedPlus Health Services Limited

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

POSTAL BALLOT NOTICE (“NOTICE”)

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

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (‘the **Act**’), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘the **Rules**’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**SEBI Listing Regulations**’) (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force) and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (‘**SS-2**’) and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circulars no. Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 03/2025 dated September 22, 2025 for holding general meetings/conducting postal ballot process through e-voting issued by the Ministry of Corporate Affairs (‘**MCA**’) (hereinafter collectively referred to as ‘**MCA Circulars**’) and all other applicable laws, rules and regulations, if any, for the time being in force, for seeking approval of members of MedPlus Health Services Limited (‘the **Company**’), to the proposed ordinary resolution to be passed through Postal Ballot i.e. by voting through remote electronic means (‘**remote e-voting**’) only.

The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts pertaining to said resolution(s) is also being attached with this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mrs. Rashida Hatim Adenwala (ICSI Membership No. F4020), Founder Partner of M/s. R & A Associates, Practicing Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness and conveyed their consent to be appointed for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of M/s. KFin Technologies Limited (‘**RTA/E-voting**

Agency’) as the agency to provide E-voting facility. The manner of voting remotely by members holding shares in dematerialized mode and physical mode is provided in the instructions given in the notice.

In accordance with the provisions of the MCA Circulars, this notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The remote e-voting period commences **from 09:00 a.m. (IST) on Wednesday, February 25, 2026, and ends at 17:00 p.m. (IST) on Thursday, March 26, 2026**. The Scrutinizer will submit the report to the Chairman or Company Secretary & Compliance Officer of the Company, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or **before Saturday, March 28, 2026**, i.e. within 2 working days of conclusion of postal ballot.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.medplusindia.com and on the website of KFinTech: <https://evoting.kfintech.com>.

SPECIAL BUSINESS:

Approval of Material Related Party Transactions between the MedPlus Health Services Limited (“Company”) and Optival Health Solutions Private Limited, its Material Subsidiary.

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

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23 and other applicable regulations

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules framed thereunder and other applicable statutory provisions and regulations, if any, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Memorandum and Articles of Association of the Company; and the Company’s Policy on Related Party Transactions (“RPT”), basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorised Committee constituted by the Board) for executing and/ or renewing contracts/ transactions or continuing the obligations under previous contracts/ agreements or modification/ extension of earlier arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Optival Health Solutions Private Limited (“Optival”) a subsidiary of MedPlus Health Services Limited (“Company”) and accordingly a related party of the Company, as detailed in the explanatory statement annexed to this Notice, for the period commencing from April 1, 2026 to March 31, 2027, for an aggregate value not exceeding ₹11,262.20 million (Indian Rupees Eleven Thousand Two Hundred Sixty Two Million and Twenty Thousand only), plus applicable taxes, notwithstanding that such transaction(s), whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be prescribed under applicable law from time to time, provided that such transactions shall be in the ordinary course of business and at arm’s length basis and on such terms and conditions as may be mutually agreed between the Company and Optival.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform, or cause to be done, all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including execution, delivery and performance of all agreements, documents, deeds and writings, approval of modifications thereto as may be permitted under applicable law, making applications and representations and obtaining approvals,

consents or permissions from any statutory, regulatory or governmental authority, and to resolve any questions, difficulties or doubts that may arise in this regard, and further to delegate all or any of its powers conferred herein to any Committee of Directors, Director(s), officer(s), authorised representative(s) or such other person(s) as it may deem fit, and to engage advisors, consultants or intermediaries, in accordance with applicable law.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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

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

Place: Hyderabad
Date: January 30, 2026

NOTES:

The Company has availed the services of KFin Technologies Limited (“KFin”) for conducting the Postal Ballot and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting.

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) read with Section 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The details under Regulation 23 of the SEBI Listing Regulations and the Securities and Exchange Board of India Master Circular dated January 30, 2026 read with SEBI Circular dated June 26, 2025 (as amended from time to time) and in accordance with the Industry Standards on “Minimum Information to be provided for review of the Audit Committee and Shareholders for Approval of a Related Party Transaction” and other applicable provisions of the Companies Act, 2013 and rules made thereunder, enclosed as an Annexure to this Postal Ballot Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic

mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, February 20, 2026 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

4. This Postal Ballot Notice will also be available on the Company’s website at <https://www.medplusindia.com/> websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com> .
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
6. The Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in the below note. The vote in this postal ballot cannot be done through proxy.
7. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to cs@medplusindia.com mentioning his / her / its folio number / DP ID and Client ID. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Company is providing e-voting facility from KFintech to its members to exercise their right to vote on the proposed resolutions by electronic means. The e-voting facility will be available during the following voting period: Commencement of e-voting: **9:00 a.m. (IST) on Wednesday, February 25, 2026, and ends at 17:00 p.m. (IST) on Thursday, March 26, 2026.** The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.
9. The Company has appointed Mrs. Rashida Hatim Adenwala (M. No. F4020), Founder Partner of M/s. R & A Associates, Practicing Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit her report to the Chairman, or Company Secretary & Compliance Officer, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the Postal Ballot viz. on or before Saturday, March 28, 2026. The Scrutinizer’s decision on the validity of votes cast will be final.
11. The results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website <https://www.medplusindia.com/> and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com> .
12. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1, ISR-3, and SH-13 (available on the website of the Company at <https://www.medplusindia.com/> duly filled and signed along with requisite supporting documents to KFintech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
13. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and

the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

- 14.** The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Thursday, March 26, 2026.**

15. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

As per the SEBI Master Circular, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

- 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 Friday, February 20, 2026, only shall be entitled to avail the facility of remote e-voting. 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) 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 details of the process and manner for e-voting are explained herein below:

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

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 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. <p>B. Users not registered for IDeAS e-Services:</p> <p>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.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 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. <p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on

 App Store

 Google Play



Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 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. <p>B. Users who have not opted for Easi/Easiest:</p> <p>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.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 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)	<ol style="list-style-type: none"> 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 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 – CDSL

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., **9458**
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 cs@medplusindia.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.'
12. 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).

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

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

Place: Hyderabad
Date: January 30, 2026

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

Approval of Material Related Party Transactions between the MedPlus Health Services Limited (“Company”) and Optival Health Solutions Private Limited, its Material Subsidiary.

Pursuant to Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), a related party transaction shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements. All material related party transactions and subsequent material modifications thereto require prior approval of the members.

Materiality Threshold & Transaction Value:

The consolidated turnover of the MedPlus Health Services Limited (“Company”) for FY 2024–25 was ₹61846.69 million. Accordingly, the materiality threshold under Regulation 23 of the SEBI Listing Regulations is ₹6,184.67 million.

The proposed aggregate value of transactions to be entered into with Optival Health Solutions Private Limited (“Optival”) for FY 2026–27 is estimated at ₹11,262.20 million, representing approximately 18.21% of the consolidated turnover of the Company. Accordingly, the proposed transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations and require prior approval of the Members.

Nature of Relationship and Proposed Transactions:

Optival is a subsidiary of the Company and is a related party within the meaning of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The proposed transactions, inter alia, include purchase and sale of goods, shared services arrangements, infrastructure sharing, sub-lease of premises/property, sale of furniture and fixtures and other miscellaneous items transactions in furtherance of the Company’s business activities. The transactions shall be undertaken in the ordinary course of business and on an arm’s length basis, with pricing determined based on appropriate cost allocation methodologies and benchmarking mechanisms, and accordingly qualify as contracts in the ordinary course of business under the Act and rules made thereunder.

Rationale:

The proposed related party transactions between the Company and Optival are purely for the purpose of furthering the main business activities of the Company ensuring that it would be in the best interest of the Company and towards achieving synergies and economies of scale; reduce operational costs and strengthen sustainability.

Approval Process:

The Audit Committee of the Company, comprising Independent Directors, has reviewed and unanimously approved the proposed related party transactions, after considering, inter alia, the arm’s length nature, commercial rationale, pricing methodology, and overall business interest of the Company.

The Audit Committee was provided with the relevant details of proposed RPTs as specified in the Industry Standards along with the justification as to why the proposed RPT(s) are in the interest of the Company. The Audit Committee has reviewed and taken note of the certificate placed before it by the Executive Director(s) and Chief Financial Officer of the Company, confirming that the proposed RPT(s) are not prejudicial to the interest of public members of Company and the terms and conditions of the proposed RPT(s) are not unfavourable to the Company compared to terms and conditions, if had similar transaction(s) with an unrelated party.

Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public members.

While the Company has not sought evaluation from an external independent firm, the Audit Committee has relied on appropriate cost-allocation methodologies and internal benchmarking mechanisms and a formal certification from the Executive Director and CFO. This certification confirms that the RPTs are conducted in the ordinary course of business and on an arm’s length basis, ensuring the terms remain competitive and fair compared to similar transactions with unrelated parties.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held

on January 30, 2026, approved the proposal to enter into and/or continue contracts/transactions with Optival (whether by way of individual transactions or transactions taken together or in a series) for the period commencing from April 1, 2026 to March 31, 2027 and recommended the same to the members for the approval.

Disclosures:

Details of the proposed Related Party Transactions, including the information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations and the Securities and Exchange Board of India Master Circular dated January 30, 2026 read with SEBI Circular dated June 26, 2025 (as amended from time to time) and in accordance with the Industry Standards on “Minimum Information to be Provided for Review of the Audit Committee and Shareholders for Approval of a Related Party Transaction” and other applicable provisions of the Companies Act, 2013 and

rules made thereunder, are set out in the Explanatory Statement annexed hereto as **Annexure A**.

Voting Restrictions:

In terms of Regulation 23(4) of the SEBI Listing Regulations, approval of the Members is being sought by way of an Ordinary Resolution. All related parties of the Company shall abstain from voting on the resolution, irrespective of whether such party is directly interested in the transaction(s) or not.

None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their directorship/ KMP and / or shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution for approval by the Members.

MINIMUM INFORMATION FOR APPROVAL OF A RELATED PARTY TRANSACTION

S. No	Particulars of the Transaction	Information
Part-A		
A	Minimum information of the proposed RPT, applicable to all RPTs	
A1	Basic details of the related party	
1.	Name of the related party	Optival Health Solutions Private Limited ("Optival")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Retail pharmacy operations, wholesale distribution of pharmaceutical and wellness products, and other healthcare related services.
A2	Relationship and ownership of the related party	
1	Relationship between the Company and the related party	Optival Health Solutions Private Limited is a Material Subsidiary of MedPlus Health Services Limited
2	Shareholding/ capital contribution of the Company in RP (%) direct or indirect	99.99% (Direct)
3	Shareholding of RP in Company (%)	Nil
4	Nature of concern (financial or otherwise)	Financial
A3	Details of previous transactions with the related party	
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Annexure-1
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Annexure-2
3	Any default made by the RP under any transaction/ arrangement with the Company/ its subsidiary during FY 2025-26	No default has been reported under any transaction or arrangement.
A4	Amount of the proposed transaction(s)	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹11,262.20 Million.
2	Whether the proposed transaction taken together with the transactions undertaken with the RP during the current FY would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	18.21%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable. The proposed transaction does not fall under the category where the listed entity is not a party to the transaction involving its subsidiary.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	18.59%
6	Financial performance of related party (standalone basis):	
	a. Turnover for FY 2024-25	₹60,586 Millions
	b. Profit after tax for FY 2024-25	₹1,073 Millions
	c. Net worth for FY 2024-25	₹13,222 Millions
A5	Basic details of the proposed transaction	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Annexure-3

S. No	Particulars of the Transaction	Information
2.	Details of each type of the proposed transaction	Annexure-3
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months commencing from April 1, 2026
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year	₹11,262.20 millions (as per Annexure-3)
	a. If proposed transaction is multi-year basis then financial year-wise estimated break-up	Not Applicable. The proposed transaction is for a single financial year only, i.e., FY 2026-27.
6.	Justification of transaction being in the interest of the Company	<p>Optival Health Solutions Private Limited ("Optival"), a material subsidiary of the Company, operates one of the largest and most trusted retail pharmacy chains in India under the brand name "MedPlus."</p> <p>The proposed transactions with Optival are in the best interest of the Company and its shareholders due to the following compelling reasons:</p> <ol style="list-style-type: none"> 1. Strategic Business Alignment & Brand Leverage: Optival 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. 2. Major Contributor to Consolidated Revenue as on March 31, 2025: approximately 98% of the Company's consolidated turnover is derived from transactions of Optival. This makes Optival a critical revenue-generating engine and strategic arm of the Company. 3. The proposed RPTs support operational continuity in areas such as: <ol style="list-style-type: none"> i) Shared services (e.g., IT, branding, HR, logistics) ii) Purchase/sale of products iii) Infrastructure sharing (rental, warehousing)
7.	Interest of Director/ KMP/ promoter of the Company in the transaction	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/ KMP and / or shareholding in the Company and / or Related Parties.
	a. Name of director/ KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable

S. No	Particulars of the Transaction	Information
8.	Copy of valuation report or other external party report, if any	The Company has not engaged any external valuation agency or obtained any valuation report from an independent third party in relation to the proposed transaction.
9.	Other information relevant for decision making.	The Company's Policy on Materiality and dealing with Related Party Transactions is available on the Company's website.

Part-B

B	Additional Information	
B1	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1.	Bidding or any other process, if any, for choosing the counterparty	No bidding process was conducted considering the subsidiary relationship and integrated operational structure.
2.	Basis of determination of price	Pricing determined based on appropriate cost allocation methodologies and benchmarking mechanisms.
3.	In case of Trade advance proposed to be extended to the RP in relation to the transaction, specify the following	Not Applicable
	a. Amount of advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating	Not Applicable
	Justification for arm's length	Pricing determined based on cost allocation and appropriate margin benchmarking to ensure arm's length compliance.
	Details of comparable transactions	Not Applicable

Annexure 1
Nature and Value of Transactions during FY 2024-2025

Sr. No.	Nature of transactions	Amount (in ₹ Millions)
1	Rental income	7.62
2	Lease payments	21.05
3	Management services rendered	32.45
4	Management services received	10.64
5	Brand fee received	88.67
6	Sale of stock-in-trade	5,910.86
7	Sale of goods	15.74
8	Sale of property plant and equipment	3.10
9	Purchase of Property plant and equipment	8.24
10	Collection commission paid	6.66
11	Collection commission received	0.03
12	Payment made on behalf of paid	1.41
13	Amount collected on behalf of the company	19.14
14	Share-based payment expense	56.59
Total		6,182.20

Annexure 2
Nature and Value of Transactions till Q3 (ended on December 31, 2025) of FY 2025-2026

Sr. No.	Nature of transactions	Amount (in ₹ Millions)
1	Rental income	7.69
2	Lease payments	18.34
3	Management services rendered	20.87
4	Management services received	8.03
5	Availing of services	0.65
6	Rendering of services	1.15
7	Brand fee received	71.10
8	Sale of stock-in-trade	5,045.15
9	Sale of goods	23.51
10	Sale of property plant and equipment	0.00
11	Purchase of Property plant and equipment	4.57
12	Purchase of goods	0.17
13	Job work charges	0.00
14	Collection commission paid	5.69
15	Collection commission received	0.00
16	Payment made on behalf of paid	0.03
17	Amount collected on behalf of the company	6.03
18	Share-based payment expense	23.49
Total		5,236.48

Annexure 3
Nature and Value of Transactions Proposed for FY 2026-2027

Sr. No.	Nature of transactions	Amount (in ₹ Millions)
1	Rental income	13.00
2	Lease payments	34.69
3	Management services rendered	33.40
4	Management services received	15.22
5	Availing of services	2.10
6	Rendering of services	4.00
7	Brand fee received	120.40
8	Sale of stock-in-trade	10,960.00
9	Sale of goods	40.00
10	Sale of property plant and equipment	2.00
11	Purchase of Property plant and equipment	10.00
12	Purchase of goods	0.50
13	Job work charges	2.50
14	Collection commission paid	12.09
15	Collection commission received	0.10
16	Payment made on behalf of paid	1.10
17	Amount collected on behalf of the company	10.10
18	Share-based payment expense	1.00
Total		11,262.20