MedPlus Health Services Limited

October 31, 2023

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

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

Dear Sir/Madam,

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

In furtherance to our letter dated October 26, 2023, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice for seeking approval of Members of the Company for the below mentioned Special Resolutions:

1. Approval of raising of funds by way of issuance of securities through Qualified Institutions Placement (QIP) and other mode if any.
2. Appointment of Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550) as a Whole-Time Director of the Company for Five years.

In conformity with the requirements, the Postal Ballot Notice is being sent through electronic mode to all those Members whose name appears on the Register of Members/ List of Beneficial Owners and whose e-mail ID is registered with the Company/ Depositories as on Friday, October 27, 2023 ("Cut-off Date").

The Company has engaged the services of KFin Tech for providing remote e-voting facility to all its Members. The remote e-voting period shall commence at 9:00 A.M. (IST) on November 01, 2023 and shall conclude at 5:00 P.M. (IST) on November 30, 2023. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting.

The Result of remote e-voting shall be declared on or before Saturday, December 02, 2023.

This is for your information and record.

Yours faithfully,
For MedPlus Heath Services Limited

MANOJ KUMAR SRIVASTAVA
Digitally signed by MANOJ KUMAR SRIVASTAVA
Date: 2023.10.31 20:24:40 +05'30'

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

Enclosed: Copy of Postal Ballot Notice

040-6724 6724
Regd. off. H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad – 500037, Telangana, India
CIN No: L85110TG2006PLC051845 I **Website:** www.medplusindia.com I **Email:**medplus@medplusindia.com

MedPlus Health Services Limited

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

POSTAL BALLOT NOTICE ("NOTICE")

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

Dear Members,

NOTICE is hereby given that pursuant to 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 Rule 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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 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 resolutions to be passed through Postal Ballot i.e. by voting through remote electronic means ("**remote e-voting**") only.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

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

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Ms. Rashida Adenwala (ICSI Membership No. F 4020), 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.

The Company has engaged the services of M/s. KFin Technologies Limited ("RTA/E-voting Agency" / "KFintech") as the agency to provide E-voting facility. Those Members who have not registered their email addresses are requested to register the same by following the procedure set out in the Notes to this notice. The manner of voting remotely by members holding shares in dematerialized mode and physical mode is provided in the instructions given below.

The remote e-voting period commences from 09:00 Hrs (IST) on November 01, 2023 and ends at 17:00 Hrs (IST) on November 30, 2023. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within the stipulated time from the end of remote E-voting.

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:

ITEM NO. 1

TO CONSIDER AND APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT BASIS OR THROUGH ANY OTHER PERMISSIBLE MODE AS MAY BE DECIDED.

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

"RESOLVED THAT pursuant to the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (hereinafter referred to as the "**Companies Act**") and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as "**SEBI ICDR Regulations**") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as "SEBI Listing Regulations"), and the uniform listing agreements entered into with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("**FEMA**"), the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time ("**FDI Policy**") the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("**GOI**"), Ministry of Finance, Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges where the equity shares of the Company of face value of Rs. 2 each are listed and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "**Appropriate Authorities**") to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) Equity Shares of face value of Rs. 2 each of the Company (hereinafter after referred to as "**Equity Shares**", respectively), through a Qualified Institutions Placement ("**QIP**") in accordance with Chapter VI of the SEBI ICDR Regulations, to eligible "qualified institutional buyers" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations ("**QIB**s") or through any other permissible mode or any combination thereof ("all of which are hereinafter collectively referred to as "**Securities**"), subject to applicable laws, through placement documents, private placement offer cum application letters and/ or such other documents/ writings/ circulars/ memoranda, to any eligible investor, including qualified institutional buyers pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, body corporates, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors who are authorised to invest in Equity Shares of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion in consultation with the lead managers and whether or not such investors are Members of the Company (collectively called the "**Investors**") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs.1200 Crores (Rupees One thousand two hundred Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue private placement, including one or more Qualified Institutional Placement in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (as defined in the ICDR Regulations), foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ('**Offering Circular'**) as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the '**Issue**') at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the book running lead manager(s) and/ or underwriter(s) and/ or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolutions:

(a) the allotment of Securities shall only be made to successful qualified institutional buyers as defined in the SEBI ICDR Regulations;

(b) the allotment of the Securities, or any combination thereof, in one or more tranches as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

(c) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

(d) in case of allotment of eligible convertible securities, the relevant date for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed issue of eligible convertible securities, or the date on which the holders of such convertible securities are entitled to apply for Equity Shares;

(e) in case of allotment of the Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or committee authorized by the Board, decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares; and at such price being not less than the price determined in accordance with the applicable provisions of Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the "**QIP Floor Price**")

(f) The Board may, however, at its absolute discretion in consultation with the lead managers, issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

(g) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

(h) no partly paid-up Equity Shares or other securities shall be issued/ allotted;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued and allotted shall be fully paid up and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

(b) the Securities to be created, offered, issued and allotted in terms of this resolution (including issuance of the Equity Shares pursuant to the conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank pari -passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company, as may be provided under the terms of issue and in accordance with the Offer Document(s); and

(c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT the Board or any duly authorised committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, seeking any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognised stock exchanges, filing of requisite documents/making declarations with the MCA, ROC, RBI, SEBI and any other statutory/ regulatory authority(ies). Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Applicable Regulatory Authorities including any conditions as may be prescribed in granting such approval or permissions by such Applicable Regulatory Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof as per applicable law and in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions in relation to payment of dividend and for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions, determining terms and conditions for issuance of Securities including the number of such Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, timing for issuance of such Securities and the structure of the proposed issue(s) of Securities, including but not limited to the class of investors to whom Securities are to be allotted, face value, premium account and take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to take such actions or give such directions as may be necessary or desirable and authorizing Director(s) or Key Managerial Personnel or any other officer of the Company for signing of declarations, file any necessary forms with the Applicable Regulatory Authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in this regard and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, the draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any), entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with lead managers, merchant bankers, legal advisors, depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate (the "**Transaction Documents**") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities, in one or more tranches, from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint book running lead managers, credit rating agencies, monitoring agency (ies), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agent and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate /pay them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolutions and to give effect to this resolution."

ITEM NO. 2

APPOINTMENT OF DR. CHERUKUPALLI BHASKAR REDDY (DIN: 00926550) AS A WHOLE-TIME 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 Section 161, 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") read with rules made there under, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550), who was appointed as an Additional Director (Executive Director) by the Board of Directors upon the recommendation of Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and all necessary consents and declarations in pursuance of the Act, being eligible, be and is hereby appointed as a Whole-time Director, for a period of five years with effect from October 26, 2023 and the period of his office shall be liable to determination by retirement of Director by rotation, on such terms and conditions as set out in the explanatory statement annexed to the notice including remuneration within the overall limits as prescribed under Section 197 of the Act and in the event of loss or inadequacy of profits within limits prescribed under Schedule V to the Act, with the liberty to the Board of Directors (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration, from time to time, in such manner as may be mutually agreed between the Board and Dr. Cherukupalli Bhaskar Reddy.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board
For Medplus Health Services Limited

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

Place: Hyderabad
Date: October 26, 2023

Notes:

1. A statement, pursuant to the provisions of Section 102(1) 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 and additional information as required under the Listing Regulations is attached.

2. Shareholders may please note that the Postal Ballot Notice will also be hosted on the Company's website i.e. www.medplusindia.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively, and on the website of the KFintech: https://evoting.kfintech.com/

3. 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 (available on the website of the Company at 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.

4. **Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-off Date of Friday October 27, 2023, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-off Date, should treat this Postal Ballot Notice for information purpose only.**

5. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. However, it is clarified that all Members of the Company as on the cut-off date of Friday, October 27, 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process as specified in this Notice.

6. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

7. 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/2023/120 dated July 11, 2023, 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.

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

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

10. The remote e-voting period commences from 9:00 Hrs (IST) on November 01, 2023 and ends at 17:00 Hrs (IST) on November 30, 2023. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday October 27, 2023 may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

11. Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 17:00 Hrs (IST) on November 30, 2023., failing which it will be considered that no reply has been received from the Member.

12. The **resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, November 30, 2023.**

13. 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/ ir@medplusindia.com.

14. **PROCEDURE FOR E-VOTING**

(i) E-VOTING FACILITY

a. The Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.

b. The remote e-voting facility will be available during the following voting period:

Commencement of e-voting:	**from 9:00 Hrs (IST) on November 01, 2023**
End of e-voting:	**ends at 17:00 Hrs (IST) on November 30, 2023**

c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

d. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE: As per the SEBI Master Circular, all "individual shareholders 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:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL)

1. **Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com
ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.
iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
iv. On successful authentication, you will enter your IDeAS service login. Click on **"Access to e-Voting"** under **Value Added Services** on the panel available on the left hand side.
v. You will be able to see Company Name: "MedPlus Health Services Limited" on the next screen. **Click on the e-Voting link available against MedPlus Health Services Limited or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

2. **Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com
ii. Select option "Register Online for IDeAS" available on the left hand side of the page.
iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. **Users may directly access the e-Voting module of NSDL as per the following procedure:**

i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/
ii. Click on the button "Login" available under "Shareholder/Member" section.
iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile /e-mail address is registered in your demat account) and Verification Code as shown on the screen.
iv. You will be able to see Company Name: "MedPlus Health Services Limited" on the next screen. Click on the e-Voting link available against MedPlus Health Services Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Central Depository Services (India) Limited (CDSL)

1. **Users already registered for Easi / Easiest facility of CDSL may follow the following procedure**

i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)
ii. Enter your User ID and Password for accessing Easi /Easiest.
iii. You will see Company Name: "MedPlus Health Services Limited" on the next screen. Click on the e-Voting link available against MedPlus Health Services Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

2. **Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:**

i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration
ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. **Users may directly access the e-Voting module of CDSL as per the following procedure:**

i. Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin
ii. Provide Demat Account Number and PAN
iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account
iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the **e-Voting link available against** MedPlus Health Services Limited **or select e-Voting service provider "KFinTech"** and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.

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

Procedure to login through their demat accounts / Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL / CDSL. An option for **"e-Voting"** will be available once they have successfully logged-in through their respective logins. Click on the option **"e-Voting"** and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against MedPlus Health Services Limited or select e-Voting service provider "KFinTech"** and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication. **If the Member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in**.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

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

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

c. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

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

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

b. Enter the login credentials (i.e. **User ID and password**). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit **https://evoting.kfintech.com** or contact toll-free numbers 1800 309 4001 (from 09:00 Hrs (IST) to 17:00 Hrs (IST) on all working days) for assistance on your existing password.

c. After entering these details appropriately, Click on "LOGIN".

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

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

f. On successful login, the system will prompt you to select the "**EVENT**" i.e., Medplus Health Services Limited.

g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date of Friday, October 27, 2023 under "**FOR/AGAINST**" or alternatively, you may partially enter any number in "**FOR**" and partially in "**AGAINST**" but the total number in "**FOR/AGAINST**" taken together should not exceed your total shareholding as mentioned hereinabove.

h. You may also choose the option "**ABSTAIN**". If the member does not indicate either "FOR" or "AGAINST" it will be treated as "**ABSTAIN**" and the shares held will not be counted under either head.

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

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

k. You may then cast your vote by selecting an appropriate option and click on "**SUBMIT**".

l. A confirmation box will be displayed. Click "**OK**" to confirm else "**CANCEL**" to modify.

m. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

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

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

a. Members who have not registered their e-mail addresses and in consequence the Postal Ballot and e-voting credentials could not be served may temporarily get their e-mail address and mobile number registered with KFintech by clicking the link: https://ris.kfintech.com/emai_registration for receiving the same. Members are requested to follow the process as guided to capture the e-mail address and mobile number for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of queries, Members may write to einward.ris@kfintech.com.
b. Alternatively, Members may send an e-mail request to einward.ris@kfintech.com along with a scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN card copy and Client Master copy in case of the electronic folio and copy of share certificate in case of the physical folio for receiving the Postal Ballot Notice and the e-voting instructions.
c. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
d. Follow the instructions at (I) (A) (a) to (m) to cast your vote.

II. Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com

III. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

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

   1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
   2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
   3. Example for Physical: MYEPWD <SPACE> XXXX1234567890

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

c. Members who may require any technical assistance or support are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com (from 09:00 Hrs. (IST) to 17:00 Hrs (IST) on all working days)

IV. In case of any query and/or grievance regarding e-voting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of **https://evoting.kfintech.com/** (KFintech Website) or may address their queries to the Company Secretary at cs@medplusindia.com OR KFin Technologies Limited, the Registrar and Share Transfer Agents of the Company at their office at Selenium, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi – 500 032, Telangana, India or by sending a mail to evoting@kfintech.com or at toll free no. 1800-345-4001.

V. The Members are requested to:

(a) intimate to KFin, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form,
(b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
(c) quote their folio numbers/Client ID/DP ID in all correspondence;
(d) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
(e) register their PAN with their Depository Participants, in case of Shares held in dematerialised form and KFin/ Company, in case of Shares held in physical form, as directed by SEBI.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1:

The Company proposes to raise additional capital up to an aggregate sum of Rs. 1200 crores (Rupees One thousand two hundred Crores only) through a Qualified Institutions Placement ("**QIP**"), and/ or any other permitted mode/ any combination thereof as more particularly described below. The proposed issue of capital is subject to the approvals under applicable regulations issued by the stock exchanges and any other government / regulatory approvals as may be required in this regard.

a. **Particulars of the issuance of securities**

The resolution contained in the Item No 1 of this Notice is to enable the Company to create, offer, issue and allot, with or without a green shoe option, such number of fully paid up equity shares of face value of Rs. 2 each of the Company ('**Equity Shares**)', and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise)/ ("**Securities**") by way of private placement through one or more QIP to eligible qualified institutional buyers or through any other permissible mode or any combination thereof of any of the above ("**Issue**"), to the categories of investors who are authorised to invest in Equity Shares of the Company for an aggregate amount not exceeding Rs.1200 crores (Rupees One thousand two hundred Crores only) or an equivalent amount thereof in one or more foreign currency(ies) (inclusive of such premium as may be fixed on such Securities) in one or more tranches, whether they be holders of Equity Shares of the Company or not (collectively called the "**Investors**") as may be decided by the Board of Directors of the Company (the "**Board**", including its duly authorized committee thereof) in its discretion and permitted under applicable laws and regulations.

The Special Resolution also seeks to empower the Board of Directors to undertake a QIP with qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"). The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VI of the ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders. In case of a qualified institutions placement, the price at which Securities are allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements, 2018, as amended (the "**SEBI ICDR Regulations**").

This enabling special resolution seeks to empower the Board (or a duly authorized committee thereof) to issue Equity Shares and/ or other eligible securities as contemplated in the resolution set out above.

b. **Amount of the Issue:**

The Special Resolution enables the Board to issue securities for an aggregate consideration not exceeding Rs. 1200 crores (Rupees One thousand two hundred Crores only its equivalent in any other currency(ies).

c. **Relevant Date:**

In case of QIP, the 'Relevant Date' will be the date when the Board (including any Committee thereof) decides to open the issue for subscription of equity shares or any other date in accordance with applicable law.

d. **Objects of the Issue:**

The Company shall utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for the usage of one or more, or any combination of the following:

(i) expansion and growth of the pharmacy business including, infusion of funds into our subsidiaries through debt / equity, for working capital requirements, capital expenditure, deployment of funds towards growth, product development, marketing,

(ii) capital expenditure and working capital requirements for the expansion of our diagnostics business,

(iii) general corporate purposes and any other object as may be decided by the Board.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the QIP, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company. In light of this, the Board or a duly constituted committee shall decide the specific objects towards which the Net Proceeds are deployed. Further, pending utilization of the proceeds from the QIP, the Company shall invest such proceeds in money market instruments including, deposits in scheduled commercial banks or in short-term debt or long-term debt.

e. **Basis or justification of pricing:**

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, or a prescribed formula in accordance with the applicable law, as the case maybe Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares that may be issued to the Qualified Institutional Bidders (as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations) ("**QIBs**") in the QIP in accordance with the SEBI ICDR Regulations. The Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the 'Relevant Date'). For this purpose, 'stock exchange' shall refer to any of the stock exchanges where the Equity Shares are listed and in which the highest trading volume in the Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date).

f. **Class or Classes of persons to whom the Securities will be offered**

   The Securities proposed to be issued will be offered and issued to only such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members.

g. **Intention of the Promoters, Directors, or Key Managerial Personnel**

   In case QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoters, member of the promoter group, Directors and Key Managerial Personnel's of the Company shall not be eligible to subscribe to the QIP.

h. **Proposed time within which the allotment shall be complete**

   In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no 1 of this Notice.

<u>Other Material Terms</u>

i. There would be no change in control pursuant to the said issue of Securities.

j. The Equity Shares issued, if any, shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlements to dividend, if any.

k. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The proposed issue of capital is subject to the approvals under applicable regulations issued by the stock exchanges and any other government / regulatory approvals as may be required in this regard.

The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VI of the SEBI ICDR Regulations and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot equity shares to investors who may or may not be the existing shareholders of the Company.

The Board of Directors believe that the issue of securities of the Company is in the interest of the Company and therefore recommends resolution at Item No. 1 for approval of the Members of the Company as a Special Resolution.

The Directors and the Promoter of the Company would not subscribe to the Equity Shares, if made under Chapter VI of SEBI ICDR Regulations.

None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of his/her holding of Equity Shares and to the extent of his/her subscription to equity shares/equity linked securities by a financial institution/ company/body corporate in which the Key Managerial Personnel, Director or his/her relative may be directly or indirectly interested.

ITEM NO. 2

Pursuant to Regulations 17 (1E) of SEBI LODR Regulations, 2015 read with Section 161 of the Companies Act, 2013, based on the recommendation of the Nomination and Remuneration Committee the Board at its meeting held on October 26, 2023 appointed Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550) as an Additional Director in the capacity of Whole-time Director of the Company for a period of five years with effect from October 26, 2023, subject to approval of the members.

Dr. Cherukupalli Bhaskar Reddy is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as the Director and pursuant to National Stock Exchange and the BSE Limited circular dated June 20 2018 he further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company. The Board is of the view that the appointment of Dr. Cherukupalli Bhaskar Reddy as a Whole-time Director is desirable and would be beneficial to the Company.

Brief profile and details of Director seeking appointment

Name of the Director	Dr. Cherukupalli Bhaskar Reddy
Brief Profile	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. Presently he is looking after the pharmacy operations of the Company as Chief Operating Officer ("COO").
Date of Birth	13/06/1968
Age	54
Date of Appointment	26/10/2023
Relationship with Directors and Key Managerial Personnel	Not Applicable
Expertise in specific functional areas	Retail Pharmacy-Operations
Qualification	MBBS, MS in Gen-Surgery, FRCS (Edinburgh -UK)
Board Membership of other listed Companies as on March 31, 2023	NIL
Listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanships/ Membership of the Committees of other public limited Companies as on March 31, 2023	NIL
a. Audit Committee	NIL
b. Stakeholders' Relationship Committee	NIL
c. Nomination &Remuneration Committee	NIL
d. CSR Committee	NIL
e. Other Committee(s)	NIL
Number of equity shares held in the Company as at March 31,2023	7,89,831 (Seven Lakh, Eighty Nine Thousand, Eight Hundred and Thirty One) Equity Shares
Date of first appointment on the Board	Not Applicable
No. of Board meetings attended during the year	Not Applicable

Remuneration :

A. Basic Salary (per month)
Rs. 4,50,245/ - (Rupees Four Lakhs Fifty Thousand Two Hundred and Forty Five)

B. House Rent Allowance (per month)
Rs. 2,70,147/- (Rupees Two Lakh, Seventy Thousand, one hundred and Forty Seven)

C. Washing Allowance (per month)
Rs. 500 (Rupees Five Hundred)

D. Special Allowance (per month)

Rs. 29,516 (Rupees Twenty Nine Thousand Five hundred and Sixteen)

E. Performance Variable Incentive (Per Annum)
The performance variable incentive as may be determined by the Board of Directors / Nomination and remuneration Committee from time to time. Presently, maximum upto Rs. 54,00,000/- (Rupees Fifty Four Lakhs) per annum.

F. Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.

G. Gratuity payable at a rate not exceeding one month's gross salary for each completed year of service.

H. Encashment of leave as per the rules of the Company

I. Reimbursement of Expenses:

The Company shall pay to or reimburse to the Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

J. General:

i. Dr. Cherukupalli Bhaskar Reddy will perform his duties in the supervision and directions of the Board/ Chairman, MD & CEO as may be given from time to time.
ii. Dr. Cherukupalli Bhaskar Reddy shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 with regard to duties of directors.
iii. The annual increments will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based considering the Company's performance and criteria and policy of the Company.

Dr. Cherukupalli Bhaskar Reddy satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Dr. Cherukupalli Bhaskar Reddy under Section 190 of the Act.

Dr. Cherukupalli Bhaskar Reddy is interested in the Special Resolution set out at Item No. 2 with respect to his appointment. The relative(s) of Dr. Cherukupalli Bhaskar Reddy may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

The information as required to be disclosed under Section II of Part II of Schedule V to the Act, forms part of this Notice and enclosed in **Annexure A.**

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Annexure A

STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 2 OF THE NOTICE

I. GENERAL INFORMATION:

1. **Nature of industry :** Retail Pharmacy

2. **Date or expected date of commencement of commercial production:** Not applicable as Company is an Existing Company

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4. **Financial performance based on given indicators:** (Key Financial parameters as on March 31, 2023)

(Rupees in million)

Particulars	Amount
Gross Sales	2139.26
Profit before depreciation, Finance cost, Exceptional Items and Taxation	294.38
Less: Depreciation, amortization and Impairment Expenses	153.07
Less: Finance Cost	65.45
Less: Tax Expense	20.42
Profit for the year	55.44
Other comprehensive Income / (Benefit) of the year	(3.56)
Total Comprehensive Income for the period	51.88

5. **Foreign investments or collaborations, if any:**
The Company has no foreign investments and collaborations.

II. INFORMATION ABOUT THE APPOINTEES

1. **Background details:**

As provided above in the explanatory statement.

2. **Past remuneration** (per Annum)**:**

(Rupees in million)

Particulars	**FY 2022-23**
Salary and allowances	8.30
Performance Variable Incentive*	-
Total	8.30

* Upto Rs.5.4 million and shall be paid in the FY 2023-24

3. **Recognition or awards:**
The company has nothing to offer for the same**.**

4. **Job profile and his suitability:**
Dr. Cherukupalli Bhaskar Reddy has joined the Company on March 1, 2007 and looking after the Pharmacy operations of the Company and also is a Director in various subsidiary companies. He is having more than two decades of rich experience in the field of pharmaceutical retail industry . In the opinion of the NRC and the Board, and considering his expertise, knowledge and experience in the field of Pharmacy operations, his association would be of immense benefit to the Company and therefore, recommends a Special Resolution as set out in the accompanying Postal Ballot Notice for the approval of the Members.

5. **Remuneration proposed**
Details on proposed remuneration have been stated in the Explanatory Statement above.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee. Moreover, in his position as Whole time Director and COO of the Company, Dr. Cherukupalli Bhaskar Reddy devotes his substantial time in overseeing the operations of the Company.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any**

Besides the remuneration paid/payable and Equity Shares held by Dr. Cherukupalli Bhaskar Reddy, there is no other pecuniary relationship with the Company or with the other Director of the Company.

III. OTHER INFORMATION

1. **Reasons of inadequate profits and steps taken or proposed to be taken for improvement**

The company is working on expanding its Pharmacy store network and omnichannel presence and expanding its reach to major urban centres and is actively endeavouring to extend diagnostic services to its customer base. This strategic move aligns with the Company's commitment to comprehensive healthcare accessibility.

2. **Expected increase in productivity and profits in measurable terms**
The Company has taken various initiatives to improve its market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve its financial performance.

By Order of the Board
For Medplus Health Services Limited

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
Membership No. FCS 7460
Place: Hyderabad
Date: October 26, 2023

MedPlus

Information at a glance

Sr. No.	Particulars	Details
1.	Period of 30 Days of Postal Ballot	November 01, 2023 to November 30, 2023
2.	Mode	E- Voting means only
3.	Submission of Questions / Queries	Questions/queries shall be submitted 48 hours from the commencement of postal ballot by any of the following mode: • Email to cs@medplusindia.com mentioning name, demat account no./folio number, email ID, mobile number, etc. • Members holding shares as on the cut-off date i.e. Friday October 27, 2023, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/questions in the window provided, by mentioning name, demat account number/folio number, email ID and mobile number.
4.	Cut-off date for e-voting	Friday October 27, 2023
5.	E-voting date and start time	November 1, 2023 at 09:00 A.M. (IST)
6.	E-voting date and end time	November 30 at 05:00 P.M .(IST)
7.	E-voting website of KFin	https://evoting.kfintech.com
8.	Name, address and contact details of e-voting service Provider and Registrar and Transfer Agent	KFin Technologies Limited, Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032 Contact detail: Phone No.: 040-6716 2222 or call KFintech's toll free No.: 1800-345-4001
9.	Email Registration & Contact updation Process	**Demat Members**: Contact respective Depository Participant. **Physical Members**: Contact Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate.