



Adding Smiles To Life

Date: September 07, 2026

To
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051, Maharashtra.

SYMBOL: QMSMEDI

Sub: Notice of the 09th Annual General Meeting ('AGM') of the Company for FY 2025-26

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice and the Explanatory Statement of the 09th AGM of the Company scheduled to be held on **Wednesday, September 30, 2026 at 02:30 p.m. (IST)** through Video Conferencing facility / Other Audio-Visual Means. The said Notice forms part of the Annual Report 2025-26

The Annual Report 2025-26 will be available on the website of the Company at <https://qmsmas.com/>.

This is for your information and records.

Thanking you,

Yours sincerely,

For QMS MEDICAL ALLIED SERVICES LIMITED

Toral Jailesh Bhadra
(Membership Number: A56927)
(Company Secretary and Compliance Officer)
Place: Mumbai

Encl: As above

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: L33309MH2017PLC299748; Email ID: mm@qmsmas.com

NOTICE OF 9TH ANNUAL GENERAL MEETING

Notice is hereby given that the Ninth **Annual General Meeting** of the Members of **QMS MEDICAL ALLIED SERVICES LIMITED** will be held on Wednesday, September 30, 2026 at 02:30 P.M. through Video Conferencing or Other Audio Visual means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at A1 A2/B1 B2, Navkala Bharti Bldg Plot No 16 Prabhat Colony Opp Near Santacruz Bus Depot Santacruz East, Mumbai 400055, Maharashtra, India to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Mahesh Pahalraj Makhija (DIN: 02700606) who retires by rotation and, being eligible, offers himself for re-appointment as Director of the Company. Accordingly, to consider and if thought fit, pass the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the member of the company be, and is hereby accorded for re-appointment of Mr. Mahesh Pahalraj Makhija (DIN: 02700606), Managing Director, to extent that he is required to retire by rotation.”

4. To declare a final dividend of Re. 0.50 (i.e. 5%) per equity share of face value Rs. 10/- each for the financial year ended March 31, 2026.

Special Business

5. ***Regularisation of Additional Director. Mr. Pranav Manhar Badheka (DIN: 06460764) by appointing him as Independent Director of the Company:***

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT Mr. Pranav Manhar Badheka (DIN: 06460764) who was appointed by the Board of Directors as an Additional Director (Independent, Non-Executive) of the Company with effect from September 03, 2026 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment, in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director (Independent, Non-Executive) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Pranav Manhar Badheka who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing September 03, 2026 to September 02, 2031 be and is hereby approved.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. ***Approval for Material Related Party Transactions with Subsidiary Company Saarathi Healthcare Private Limited:***

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulations 2(1)(zc) and 23 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the Company's Policy on Related Party Transactions, and subject to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee thereof or any Director/Officer authorised by the Board) to enter into and/or continue entering into contract(s), arrangement(s), or transaction(s) with Saarathi Healthcare Private Limited, a subsidiary and related party of the Company, as detailed in the Explanatory Statement annexed hereto, for an aggregate value not exceeding ₹20 Crore (Rupees Twenty Crore Only), provided that all such transactions are undertaken in the ordinary course

of business and on an arm's length basis, and that the Board is hereby fully authorised to execute all necessary agreements, delegate powers, make regulatory filings, and do all such acts, deeds, and things as may be necessary to give full effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof, finalising and executing all necessary agreements, contracts, deeds, writings and other documents, filing applications and making representations before the appropriate authorities, and to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard or incidental thereto, without requiring any further approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board or to any Director(s), Key Managerial Personnel, Officer(s) or Authorised Representative(s) of the Company, as may be deemed necessary or expedient for the purpose of giving effect to this Resolution.”

FOR QMS MEDICAL ALLIED SERVICES LIMITED

SD/-

Mahesh Makhija

DIN: 02700606

Managing Director

Add: A1 A2/B1 B2, Navkala Bharti Bldg Plot

No16 Prabhat Colony Opp Near Santacruz Bus

Depot, Santacruz East, Mumbai City,

Maharashtra, India, 400055

SD/-

DEENA NATH PATHAK

DIN: 02104727

Non-Executive Director

DATE: September 03, 2026

PLACE: MUMBAI

IMPORTANT NOTES

1. The Ministry of Corporate Affairs ('MCA') has, vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, along with subsequent circulars issued in this regard and the latest dated September 22, 2025 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), and MCA Circulars, the 9th AGM of the Company is being held through VC/OAVM on Wednesday, September 30, 2026 at 2:30 p.m. (IST). The deemed venue of the 9th AGM shall be the Registered Office of the Company
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 5 to 6 of the Notice is annexed hereto. The Board of Directors has considered and decided to include Item Nos. 5 to 6 as given above as Special Business in the forthcoming AGM as they are unavoidable in nature.

The relevant details as set out under Item Nos. 3 and 5 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings, as amended and issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the Director seeking appointment / re-appointment at this AGM are also annexed to this Notice. Requisite declarations have been received from Directors seeking appointment/re-appointment.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 9th AGM through VC/OAVM facility. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail at maharshi@maharshiganatra.com with a copy marked to evoting@nsdl.com.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice of this AGM and explanatory statement will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at contact@qmsmas.com by mentioning their name and Folio number/DP ID and Client ID.
8. In line with the MCA and SEBI Listing Regulations, the Notice of the AGM along with the Annual Report 2025-26 is being sent by

electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants ('DPs'), unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report 2025-26 to those Members who request the same at contact@qmsmas.com mentioning their Folio No./DP ID and Client ID.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday, September 27, 2026 at 09:00 A.M. and ends on Tuesday, September 29, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 23, 2026 may cast their vote electronically. 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.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing 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 icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID

	(i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected
	5. to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 6. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.cdslindia.com).

HELPPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY i.e. NSDL AND CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a)** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b)** If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c)** How to retrieve your 'initial password'?
 - i.** If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii.** If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a)** Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b)** **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c)** If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d)** Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

HOW TO CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maharshi@maharshiganatra.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E- VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to contact@qmsmas.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to contact@qmsmas.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained

with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

CONTACT DETAILS

Company	QMS MEDICAL ALLIED SERVICES LIMITED A1 A2/B1 B2, Navkala Bharti Building, Santacruz East, Plot No 16, Prabhat Colony, Near Santacruz Bus Depot, Mumbai-400055 Tel No. +91 281 2581152, 95109 76156 E-Mail ID: contact@qmsmas.com Website : https://qmsmas.com/
Registrar and Transfer Agent	BIGSHARES SERVICES PRIVATE LIMITED Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093, India Contact No.: + 91-22-6263 8200 E-Mail Id : investor@bigshareonline.com
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	M/S. MAHARSHI GANATRA & ASSOCIATES Mr. Maharshi Ganatra. Membership No. F11332, CP NO. 14520)

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 9th AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the 9th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 9th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 9th AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at contact@qmsmas.com

The same will be replied by the company suitably.

PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries/questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at contact@qmsmas.com. Questions/queries received by the Company till 5:00 p.m. on Wednesday, September 23, 2026 shall only be considered and responded during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

INFORMATION ON DIVIDEND

1. It is to be noted that the Board of Directors of the Company, at its meeting held on May 30, 2026, had recommended a dividend of Rs. 0.50/- per Equity Share of face value of ₹ 10/- (Rupees Ten Only) each i.e 5% for the financial year ended March 31, 2026, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM").
2. Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the 9th AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e Wednesday, September 23, 2026, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
3. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details with the Company/Depository Participants. In case electronic payment of dividend cannot be made due to any reason, the Company shall dispatch dividend warrants/ demand drafts/ cheques to the registered address of the Members.
4. Shareholders are requested to register/ update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.
5. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to contact@qmsmas.com by Wednesday, September 23, 2026 Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to contact@qmsmas.com. The aforesaid declarations and documents need to be submitted by the shareholders Wednesday, September 23, 2026.

6. The Company has fixed Wednesday, September 23, 2026 as the 'Record Date' for determining entitlement of members to receive Final dividend for the FY 2025-26, if approved at the AGM. Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or before Friday, October 30 2026, subject to applicable TDS.

- 7.** Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
- 8.** Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

EXPLANATORY STATEMENT

/PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER]

ITEM No:5

Regularisation of Additional Director. Mr. Pranav Manhar Badheka (DIN: 06460764) by appointing him as Independent Director of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **Mr. Pranav Manhar Badheka (DIN: 06460764)** as an Additional Director (Independent Director) of the Company, with effect from September 03, 2026 under Section 149, 150 and 152 of the Companies Act, 2013.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, **Mr. Pranav Manhar Badheka** shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. **Mr. Pranav Manhar Badheka** is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from **Mr. Pranav Manhar Badheka** signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from **Mr. Pranav Manhar Badheka**.

In the opinion of the Board, **Mr. Pranav Manhar Badheka** fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. **Mr. Pranav Manhar Badheka** is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Except Mr. Pranav Manhar Badheka being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Pranav Manhar Badheka as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

Brief profile and other requisite information of Mr. Pranav Manhar Badheka, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as on date of Notice, are given in Annexure A.

Annexure A

<u>Sr. No.</u>	<u>Particulars</u>	<u>Details</u>
1.	Name of Director	Pranav Manhar Badheka
2.	DIN	06460764
3.	Date of Birth	08/02/1977
4.	Age	49
5.	Date of first appointment on the Board	September 03, 2026
6.	Qualifications	B.E & M. Tech in Computer Engineering
7.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Pranav Manhar Badheka
8.	Expertise in specific functional areas	Multidisciplinary business leader and Independent Director with a unique combination of technology, training, entrepreneurship, logistics, HR, compliance and social-impact experience. He has over 25 years of experience in information technology training, communication and organisational leadership, along with hands-on exposure to managing diverse business verticals. Known for strategic thinking, idea execution, stakeholder management and the ability to translate emerging opportunities into practical business initiatives

9.	Terms and conditions of appointment	As mentioned in the statement annexed to the Notice
10.	Details of remuneration last drawn	NA
11.	Details of remuneration sought to be paid	He will be eligible for payment of sitting fees and commission, as payable to other Independent directors of the Company as per the Remuneration Policy of the Company.
12.	Shareholding in the Company as on the date of the Notice	NIL
13.	Number of meetings of the Board attended	Nil
14.	Directorships in listed Companies and other directorships	PALINDIA COMPUTER TRAINING PRIVATE LIMITED
15.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
16.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Membership/Chairmanship of Committees of other Boards	NIL

ITEM No:6

To Approval of The Material Related Party Transactions With Subsidiary Company “SAARATHI HEALTHCARE PRIVATE LIMITED”: Ordinary Resolution

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), prior approval of the Members of the Company by way of an Ordinary Resolution is required for entering into material related party transactions.

SEBI, vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("Circular"), has mandated listed entities to follow the Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("RPT Industry Standards"). The said Industry Standards prescribe the information required to be placed before the Audit Committee and the Members for approval of material Related Party Transactions.

SAARATHI HEALTHCARE PRIVATE LIMITED is a subsidiary of the Company and is a related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013.

The Company, in the ordinary course of its business, proposes to enter into and/or continue to enter into various transactions with Saarathi Healthcare Private Limited, including the following operational engagements

- a) sale, purchase or supply of goods, equipments and materials,
- b) availing or rendering of services,
- c) Loans and Advances including Inter Corporate Deposits and interest thereon
- d) other transactions permissible under applicable laws including Reimbursement of Expenses

These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.

The Management has placed before the Audit Committee all the relevant details as required under the RPT Industry Standards. After considering the necessity, nature, terms and pricing methodology of the proposed transactions, the Audit Committee has granted its approval for entering into the proposed Related Party Transactions with Saarathi Healthcare Private Limited for an aggregate value not exceeding ₹ 20 Crore during the Financial year 2026-27.

The proposed Related Party Transactions are necessary, normal and incidental to the business of the Company and are expected to facilitate efficient business operations, optimum utilisation of resources and operational synergies between the Company and its subsidiary. The proposed transactions are in the best interests of the Company and are not prejudicial to the interests of the public shareholders.

The Members' approval sought for the Material Related Party Transactions with Saarathi Healthcare Private Limited shall remain valid for the Financial year 2026-27.

The Members may note that, in terms of Regulation 23 of the SEBI Listing Regulations, all related parties (whether such related party is

a party to the particular transaction or not) shall abstain from voting on the resolution approving the Material Related Party Transactions.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 6

Except to the extent of their shareholding and/or directorship in the Company and/or Saarathi Healthcare Private Limited, if any, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 6 pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are as follows:

Part A: Minimum information of the proposed RPT

(1) Basic details of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1	Name of the Related Party	Saarathi Healthcare Private Limited
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	Saarathi is a fully integrated healthcare company with professionals from the field of pharmaceuticals, healthcare, technology, advertisement and communication to deliver customized and innovative solutions for better healthcare outcomes.

(2) Relationship and ownership of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the Related Party – including nature of its concern (financial or otherwise)	Subsidiary of Company
2.	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the Related Party.	The Company holds 76 % equity share capital (directly) in Saarathi Healthcare Private Limited.
3.	Where the Related Party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4.	Shareholding of the Related Party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil

(3) Details of previous transactions with the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1	Total amount of all the transactions undertaken by the Company with the Related Party during the last financial year.	FY 2025 – 26 Sale of Service - Rs. 2,65,73,720/- Purchase – Reimbursements chgs – Rs. 25,36,429/-

2	Total amount of all the transactions undertaken by the Company with the Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Sale of Service – Rs. 89,99,058/- Purchase – Reimbursements chgs – Rs. 8,99,130/-
3	Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

(4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the Management																					
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	FY 2026-27 <table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (In ₹ Crore)</th></tr><tr><td>1</td><td>Sale of Goods</td><td>8</td></tr><tr><td>2</td><td>Purchase of Goods,</td><td>1</td></tr><tr><td>3</td><td>Loans and Advances, borrowings including interest and Inter Corporate Deposit and interest thereon</td><td>5</td></tr><tr><td>4</td><td>availing or rendering of services</td><td>5</td></tr><tr><td>5</td><td>Other transactions permissible under applicable laws including Reimbursement of Expenses</td><td>1</td></tr><tr><td colspan="2">Total</td><td>20</td></tr></table>	Sr. No.	Nature of Transactions	Amount (In ₹ Crore)	1	Sale of Goods	8	2	Purchase of Goods,	1	3	Loans and Advances, borrowings including interest and Inter Corporate Deposit and interest thereon	5	4	availing or rendering of services	5	5	Other transactions permissible under applicable laws including Reimbursement of Expenses	1	Total		20
Sr. No.	Nature of Transactions	Amount (In ₹ Crore)																					
1	Sale of Goods	8																					
2	Purchase of Goods,	1																					
3	Loans and Advances, borrowings including interest and Inter Corporate Deposit and interest thereon	5																					
4	availing or rendering of services	5																					
5	Other transactions permissible under applicable laws including Reimbursement of Expenses	1																					
Total		20																					
2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)																					
3	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	11.57% (₹ Twenty_Crore as a percentage of the Company's annual consolidated turnover of ₹17,287.65 Lakhs for FY 2025-26)																					
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																					
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.	87.87%																					
6	Financial performance of the Related Party for the immediately preceding financial year	FY 2025-26 <table><tr><th>Particulars</th><th>Amount (In ₹ Crore)</th></tr><tr><td>Turnover</td><td>22.76</td></tr></table>	Particulars	Amount (In ₹ Crore)	Turnover	22.76																	
Particulars	Amount (In ₹ Crore)																						
Turnover	22.76																						

		Profit / (Loss) after Tax	3.24
		Net Worth	51.63

(5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No.	Nature of Transactions	Amount (In ₹ Crore)
		1	Sale of Goods	8
		2	Purchase of Goods,	1
		3	Loans and Advances, borrowings including Interest and Inter Corporate Deposit	5
		4	availing or rendering of services	1
		5	Other transactions permissible under Applicable laws including Reimbursement of Expenses	5
		Total		20
2	Details of each type of the proposed transaction	• sale, purchase or supply of goods and materials, • availing or rendering of services, • Loans and Advances including Inter Corporate Deposits • Interest on Loans and Advances and • other transactions permissible under applicable laws including Reimbursement of Expenses		
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the conclusion of the 9th Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company (approximately 12 months).		
4	Whether omnibus approval is being sought?	Yes		
5	Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	₹ 20 Crore		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are necessary for the efficient conduct of the Company's business and its subsidiary's operations. They will facilitate operational synergies, optimum utilisation of resources, business continuity and efficient execution of manufacturing, procurement, processing, sale, purchase and other commercial activities between the Company and Saarathi Healthcare Private Limited. The transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its stakeholders.		
7	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors, Key Managerial Personnel or Promoters of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Mahesh Makhija, being a Director of Saarathi Healthcare Private Limited and a member of the Promoter Group of the Company and Subsidiary Company, and Ms. Sarita Mahajan, being an Independent Director of the Company and an Independent Director of Saarathi Healthcare Private Limited, to the extent of their respective directorships, shareholding, if any, and other interests arising out of their association with the Company and		

		Saarathi Healthcare Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. The proposed transactions are to be undertaken in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology, or such other appropriate benchmarking mechanism, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.
9	Other information relevant for decision making.	NIL

PART B: Details of Specific Transactions

(1) Specific disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions are between the Company and its subsidiary, Saarathi Healthcare Private Limited, and are undertaken based on business requirements, operational efficiencies and commercial considerations. Accordingly, no bidding process is applicable.
2	Basis of determination of price.	The pricing of the proposed transactions shall be determined on an arm's length basis, having regard to prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction.	Internal Accruals

2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to arm's length principles to ensure fairness and compliance and the same shall be disclosed appropriately as and when required.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	NA
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall be determined on an arm's length basis, taking into account the prevailing market lending rates, the Company's cost of borrowing, the credit profile of the borrower, tenure and other commercial terms of the transaction. The rate of interest shall not be lower than the cost of borrowing of the Company at the time of the transaction.
1)	Maturity / due date	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.
2)	Repayment schedule & terms	Repayable on demand, as and when called upon
3)	Whether secured or unsecured?	Unsecured
4)	If secured, the nature of security & security coverage ratio	Not Applicable
5)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The Funds will be utilized for general business and operational requirements

Part C: Specific type of the transaction where proposed RPT is material

(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1.	Latest credit rating of the related party	Not Applicable

2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No
	In addition, state the following:	
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. FY 2024-2025 FY 2023-2024 FY 2022-2023	No

Other Information

Sr. No.	Particulars	Details
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed transactions with Saarathi Healthcare Private Limited, a subsidiary of the Company, are intended to facilitate the efficient conduct of business, operational synergies and optimum utilisation of resources within the Group. The transactions are in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposed Material Related Party Transactions have been approved by the Audit Committee and the Board of Directors recommends the Ordinary Resolution for approval by the Members.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable

5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	The Audit Committee and the Board of Directors confirm that all information necessary for the Members to make an informed decision has been provided in this Notice and that any commercially sensitive information has been appropriately redacted, wherever considered necessary, without affecting the completeness of the disclosures.
6	Any other information that may be relevant	Not Applicable

Annexure – B

The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	Mr. Mahesh Makhija
DIN	02700606
Current Position	Managing Director (liable to retire by rotation)
Age	57 Years
Qualification	Bachelors Degree in Mathematics and Operations Research and Masters of Business Administration in Marketing from the University of Mumbai
Experience	36 Years
Date of first Appointment	14/09/2017
Remuneration Drawn	2,00,00,000
Terms and Conditions of Re – Appointment	Appointed as a Director liable to retire by rotation
Number of Board Meetings attended during the year	12
Shareholding in the Company	1,28,48,840 Equity shares
Relationship with Other Directors	NA
Directorship in other listed entities	Nil
Memberships / Chairmanship of Committees in other Companies	Nil
Other Directorships	QUEEN'S PROMOTIONAL SERVICES PRIVATE LIMITED UMC MEDICAL ALLIED SERVICES PRIVATE LIMITED
Information as required pursuant to NSE Circular No. L1ST/COMP/14/2018- 19 and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018	Mr. Mahesh Makhija is not debarred from holding the office of director pursuant to any SEBI order.