

November 28, 2024

To,

**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051

**Department of Corporate Services**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Symbol:** MEDIASSIST

**Scrip Code:** 544088

**Subject: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the postal ballot notice (“**Notice**”) dated November 14, 2024, seeking approval of the Members of Medi Assist Healthcare Services Ltd (“**Company**”), by way of remote e-voting process, for the following special resolutions:

<b>S.No</b>	<b>Description of Special Resolutions</b>
1	Appointment of Ms. T.L. Alamelu (DIN: 07628279) as a Non-Executive Independent Director of the Company
2	Appointment of Mr. Narain Duraiswami (DIN: 03310642) as a Non-Executive Independent Director of the Company
3	Appointment of Mr. Madhavan Ganesan (DIN: 01674529) as a Non-Executive Independent Director of the Company
4	To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs (‘MCA Circulars’), the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, November 22, 2024 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company / Depositories.

The Company has engaged the services of Link Intime India Pvt Ltd, Registrar and Transfer Agent (“**LIPL/RTA**”) for the purpose of providing remote e-voting facility to all its Members.

**Medi Assist Healthcare Services Limited**

CIN – L74900KA2000PLC027229

**Registered Office :** Tower “D”, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029.

Phone : +91 - 80 - 6919 0000. Email : ask@mediassist.in web : www.mediassist.in



The e-voting period commences on **Friday, November 29, 2024 from 9.00 a.m. (IST) and ends on Saturday, December 28, 2024 at 5.00 p.m. (IST).**

The Notice is also available on the Company's website at [www.mediassist.in](http://www.mediassist.in).

Kindly take the aforesaid information on record for the purpose of dissemination through your website and oblige.

Request you to take the same on record.

Yours faithfully,

**For Medi Assist Healthcare Services Limited**

**Simmi Singh Bisht**  
**Chief Compliance Officer & Company Secretary**

**Encl: As above**

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## NOTICE OF POSTAL BALLOT

*Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014*

Dear Member(s),

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the Members of Medi Assist Healthcare Services Limited (“the Company”), by way of Postal Ballot, only through remote e-voting process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, November 22, 2024 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company/ Depositories. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company have appointed Mr. Pramod S M, Partner (Membership No. F7834) and / or Mr. Biswajit Ghosh, Partner (Membership No. F8750), Practicing Company Secretaries of M/s BMP & Co. LLP, as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

### Medi Assist Healthcare Services Limited

CIN: L74900KA2000PLC027229

**Registered Office:** Tower “D”, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029  
Phone: +91 - 80 - 6919 0000. Email: ask@mediassist.in web: www.mediassist.in

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of Link Intime India Private Limited, Registrar and Share transfer Agent (“LIPL” or “RTA”) for the purpose of providing remote e-voting facility to all its Members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes to this Notice. The remote e-voting period commences on **Friday, November 29, 2024 from 9.00 a.m. (IST) and ends on Saturday, December 28, 2024 at 5.00 p.m. (IST).**

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorised by the Chairperson. The results of the Postal Ballot shall be announced within two working days of conclusion of remote e-voting. The said results along with the Scrutinizer’s Report shall be placed on the Company’s website [www.mediassist.in](http://www.mediassist.in) and on the website of RTA [www.linkintime.co.in](http://www.linkintime.co.in) immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e., **Saturday, December 28, 2024.**

## **RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT**

### **SPECIAL BUSINESS:**

#### **Item No. 1: Appointment of Ms. T.L. Alamelu (DIN: 07628279) as a Non-Executive 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** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Ms. T.L. Alamelu (DIN: 07628279)**, who was appointed as an Additional Non-Executive Director in the capacity of an Independent Director with effect from November 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period of 5 (five) years from November 14, 2024 to November 13, 2029 (both days inclusive) as per the terms and conditions including remuneration if any as mentioned in the explanatory statement below, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

#### **Item No. 2: Appointment of Mr. Narain Duraiswami (DIN: 03310642) as a Non-Executive 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** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Narain Duraiswami (DIN: 03310642)**, who was appointed as an Additional Non-Executive Director in the capacity of an Independent Director with effect from November 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and

is hereby appointed as an Non-Executive Independent Director of the Company for a period of 5 (five) years from November 14, 2024 to November 13, 2029 (both days inclusive) as per the terms and conditions including remuneration if any as mentioned in the explanatory statement below, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**Item No. 3: Appointment of Mr. Madhavan Ganesan (DIN: 01674529) as a Non-Executive 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** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Madhavan Ganesan (DIN: 01674529)**, who was appointed as an Additional Non-Executive Director in the capacity of an Independent Director with effect from November 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period of 5 (five) years from November 14, 2024 to November 13, 2029 (both days inclusive) as per the terms and conditions including remuneration if any as mentioned in the explanatory statement below, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**Item No. 4: To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to

any person(s) or other body corporate(s);(b)give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, including the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, in excess of the limits prescribed under section 186 of the Companies Act, 2013 up to an aggregate sum of Rs. 500 Crore (Rupees Five Hundred Crore).

**RESOLVED FURTHER THAT** the Board or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto.

**RESOLVED FURTHER THAT** that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**By Order of the Board of Directors  
For Medi Assist Healthcare Services Limited**

**Place: Bengaluru  
Date: November 14, 2024**

**Simmi Singh Bisht  
Chief Compliance Officer & Company Secretary  
Membership No.: A23360**

## NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, November 22, 2024 (“cut-off date”)** and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. All the Members of the Company as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company/ Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI LODR Regulations”) and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent (“LIPL” / “RTA”), the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. A copy of this Postal Ballot Notice shall also be available on the Company’s website at [www.mediassist.in](http://www.mediassist.in), on the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA at [www.linkintime.co.in](http://www.linkintime.co.in)
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company’s website at [www.mediassist.in](http://www.mediassist.in)
7. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
8. A member cannot exercise his/ her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to [pramod@bmpandco.com](mailto:pramod@bmpandco.com) / [biswajit@bmpandco.com](mailto:biswajit@bmpandco.com) with a copy marked to [investor.relations@mediassist.in](mailto:investor.relations@mediassist.in)



9. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e., **Saturday, December 28, 2024**.
10. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on [investor.relations@mediassist.in](mailto:investor.relations@mediassist.in)
11. Resolutions 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.
12. In case of any queries, you may contact Ms. Simmi Singh Bisht, Chief Compliance Officer & Company Secretary and at [investor.relations@mediassist.in](mailto:investor.relations@mediassist.in)

### 13. Voting through Electronic Means

- I. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent (“LIPL” / “RTA”) to provide remote e-voting facility to its Members.
- II. The remote e-voting period commences on **Friday, November 29, 2024 from 9.00 a.m. (IST) and ends on Saturday, December 28, 2024 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by a Member, the same will not be allowed to change subsequently.

The instructions for Members for remote e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.

- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
  - e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 - From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/ CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- 1. Visit URL: <https://instavote.linkintime.co.in>
- 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB)/ Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour/ Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

### **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/ Mutual Fund”):**

#### **STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section

- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:****Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:****Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## **EXPLANATORY STATEMENT**

*Pursuant to Section 102 & 110 of the Companies Act, 2013*

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Pursuant to Section 102 of the Companies Act, 2013 (the “Act”), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and the applicable Secretarial Standards, the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 to Item No. 4 of this Postal Ballot Notice.

### **Item No. 1: Appointment of Ms. T.L. Alamelu (DIN: 07628279) as a Non-Executive Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on November 14, 2024 appointed Ms. T.L. Alamelu (DIN: 07628279) as an Additional Non-Executive Director of the Company in the capacity of Independent Director for a term of five years with effect from November 14, 2024 to November 13, 2029 (both days inclusive) subject to approval of shareholders of the Company.

Pursuant to Regulation 17(1C) of SEBI LODR Regulations, Ms. T.L. Alamelu shall hold office until the date of next general meeting or for a period of three months from the date of appointment, whichever is earlier. Accordingly, the Company is seeking approval of shareholders of the Company by way of Postal Ballot.

#### **About Ms. T.L. Alamelu:**

Ms. Alamelu is an Associate of Insurance Institute of India, and is a post graduate in History from Madras University. She is a (re)insurance professional with over 40 years of experience in the Indian Insurance Market. She was previously associated with Insurance Regulatory and Development Authority of India (IRDAI) as Whole Time Member, CMD of Agriculture Insurance Co. of India Ltd, Director and GM of New India Assurance Company and GM of United India Insurance Company. Currently she is Principal Advisor to IFSCA.

The Company has received all statutory disclosures/ declarations from Ms. T.L. Alamelu including:

- a) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the “Appointment Rules”);
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- c) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, under the SEBI LODR Regulations along with the confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;



- d) Declaration pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/ 2018/ 24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- e) Does not have any shareholding (including shareholding as a beneficial owner) in the Company and is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company;
- f) Does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past; and
- g) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. T.L. Alamelu profile vis-à-vis the Board Skill Matrix was evaluated by the Committee and the balance of skills, knowledge and experience possessed by her.

Considering Ms. T.L. Alamelu's relevant experience, her qualifications and skillsets, understanding of Company's business and its dynamics, the Nomination and Remuneration Committee asserted that Ms. T.L. Alamelu has deep understanding of the Indian insurance landscape which shall strengthen company's operational excellence. She also has requisite capabilities, ability and experience to discharge her duties as an Independent Director of the Company. The Committee believes that association of Ms. T.L. Alamelu would be beneficial to the Company and recommended her candidature.

The Board opined that Ms. T.L. Alamelu possesses relevant expertise/ experience and fulfills the conditions specified in the Act and the SEBI LODR Regulations for appointment as an Independent Director and she is independent of the management. The Board accorded its approval to appoint Ms. T.L. Alamelu as Independent Director of the Company for a term of five years with effect from November 14, 2024 subject to approval of shareholders of the Company. Further, the Board also nominated Ms. T.L. Alamelu to the following Committees of the Board:

<b>Committee</b>	<b>Designation</b>
Stakeholders Relationship Committee	Chairperson
Audit Committee	Member
Risk Management Committee	Member

The specific areas of expertise and other relevant information as required under the SEBI LODR Regulations and Secretarial Standards - 2 are provided as an Annexure to this Notice.

Ms. T.L. Alamelu shall be eligible to receive sitting fees for attending meetings of the Board and Committee. She shall also be eligible for commission as percentage of profit, as may be approved by the Board of Directors and shareholders of the Company. The total compensation (excluding the sitting fees) shall not exceed overall 1% of the net profits of the Company as calculated under Section 198 of Companies Act, 2013. In the event of any loss, absence or inadequacy of any profits of the Company in the financial year, commission or yearly remuneration will be paid to the

independent Director with the prior approval of the Shareholders of the Company in terms of Section II of Part II of Schedule V of Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Ms. T.L. Alamelu to be appointed as an Independent Director of the Company.

Copy of Letter of Appointment setting out the terms and conditions is available for inspection through electronic mode.

Except Ms. T.L. Alamelu, none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

*The Board recommends passing of the resolution as set out in Item No. 1 of the Notice as a Special Resolution and requests shareholders' approval for the same.*

**Item No. 2: Appointment of Mr. Narain Duraiswami (DIN: 03310642) as a Non-Executive Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on November 14, 2024 appointed Mr. Narain Duraiswami (DIN: 03310642) as Additional Non-Executive Director of the Company in the capacity of Independent Director for a term of five years with effect from November 14, 2024 to November 13, 2029 (both days inclusive) subject to approval of shareholders of the Company.

Pursuant to Regulation 17(1C) of SEBI LODR Regulations, Mr. Narain Duraiswami shall hold office until the date of next general meeting or for a period of three months from the date of appointment, whichever is earlier. Accordingly, the Company is seeking approval of shareholders of the Company by way of Postal Ballot.

**About Mr. Narain Duraiswami:**

Mr. Narain is a Chartered Accountant, holds a bachelor's degree in commerce from the University of Madras and a Master of Business Administration from the Kellogg School of Management, Northwestern University in Illinois, USA. He has over 4 decades of global experiences in the Food and Agriculture sector having worked in leadership roles in Asia, Europe and the Americas. He is a founding partner of AgVaya LLP, an Advisory firm supporting companies in the Agriculture & Food sector. His prior roles included being part of the founding team of ITC's Agri Business Division, Vice President and Treasurer of Monsanto Co. USA and President & CEO South Asia and Global Head of Smallholder Farming for Bayer AG.

The Company has received all statutory disclosures/ declarations from Mr. Narain Duraiswami including:

- a) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Appointment Rules");

- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- c) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, under the SEBI LODR Regulations along with the confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- d) Declaration pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/ 2018/ 24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- e) Does not have any shareholding (including shareholding as a beneficial owner) in the Company and is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company;
- f) Does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past; and
- g) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Narain Duraiswami profile vis-à-vis the Board Skill Matrix was evaluated by the Committee and the balance of skills, knowledge and experience possessed by him.

Considering Mr. Narain Duraiswami relevant experience, his qualifications and skillsets, understanding of Company's business and its dynamics, the Nomination and Remuneration Committee asserted that Mr. Narain Duraiswami's background shall provide valuable insights into emerging trends and strategic opportunities. He also has requisite capabilities, ability and experience to discharge his duties as an Independent Director of the Company. The Committee believes that association of Mr. Narain Duraiswami would be beneficial to the Company and recommended his candidature.

The Board opined that Mr. Narain Duraiswami possesses relevant expertise/ experience and fulfills the conditions specified in the Act and the SEBI LODR Regulations for appointment as an Independent Director and he is independent of the management. The Board accorded its approval to appoint Mr. Narain Duraiswami as Independent Director of the Company for a term of five years with effect from November 14, 2024 subject to approval of shareholders of the Company. Further, the Board also nominated Mr. Narain Duraiswami to the following Committees of the Board:

<b>Committee</b>	<b>Designation</b>
Audit Committee	Chairperson
Risk Management Committee	Member

The specific areas of expertise and other relevant information as required under the SEBI LODR Regulations and Secretarial Standards - 2 are provided as an Annexure to this Notice.

Mr. Narain Duraiswami shall be eligible to receive sitting fees for attending meetings of the Board and Committee. He shall also be eligible for commission as percentage of profit, as may be approved by the Board of Directors and shareholders of the Company. The total compensation, (excluding the sitting fees) shall not exceed overall 1% of the net profits of the Company as calculated under Section 198 of Companies Act, 2013. In the event of any loss, absence or inadequacy of any profits of the Company in the financial year, commission or yearly remuneration will be paid to the independent Director with the prior approval of the Shareholders of the Company in terms of Section II of Part II of Schedule V of Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Mr. Narain Duraiswami to be appointed as an Independent Director of the Company.

Copy of Letter of Appointment setting out the terms and conditions is available for inspection through electronic mode.

Except Mr. Narain Duraiswami, none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

*The Board recommends passing of the resolution as set out in Item No. 2 of the Notice as a Special Resolution and requests shareholders' approval for the same.*

**Item No. 3: Appointment of Mr. Madhavan Ganesan (DIN: 01674529) as a Non-Executive Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on November 14, 2024 appointed Mr. Madhavan Ganesan (DIN: 01674529) as Additional Non-Executive Director of the Company in the capacity of Independent Director for a term of five years with effect from November 14, 2024 to November 13, 2029 (both days inclusive) subject to approval of shareholders of the Company.

Pursuant to Regulation 17(1C) of SEBI LODR Regulations, Mr. Madhavan Ganesan shall hold office until the date of next general meeting or for a period of three months from the date of appointment, whichever is earlier. Accordingly, the Company is seeking approval of shareholders of the Company by way of Postal Ballot.

### **About Mr. Madhavan Ganesan:**

Mr. Madhavan Ganesan holds a bachelor's degree in engineering from the Birla Institute of Technology & Science, Pilani and a Master of Business Administration (MBA) from the Indian Institute of Management, Calcutta. He has over 34 years of experience across the retail, technology, and industrial sectors. He was previously associated with SPI Technologies, Wipro Limited, Spectramind, Tata Industries Limited, ICICI Bank and was the CFO and President of Reliance Retail Ltd.

The Company has received all statutory disclosures/ declarations from Mr. Madhavan Ganesan including:

- a) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Appointment Rules");
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- c) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, under the SEBI LODR Regulations along with the confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- d) Declaration pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/ 2018/ 24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- e) Does not have any shareholding (including shareholding as a beneficial owner) in the Company and is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company;
- f) Does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past; and
- g) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Madhavan Ganesan profile vis-à-vis the Board Skill Matrix was evaluated by the Committee and the balance of skills, knowledge and experience possessed by him.

Considering Mr. Madhavan Ganesan relevant experience, his qualifications and skillsets, understanding of Company's business and its dynamics, the Nomination and Remuneration Committee asserted that Mr. Madhavan Ganesan's experience shall bolster company's digital transformation and customer-centric initiatives. He also has requisite capabilities, ability and experience to discharge his duties as an Independent Director of the Company. The Committee

believes that association of Mr. Madhavan Ganesan would be beneficial to the Company and recommended his candidature.

The Board opined that Mr. Madhavan Ganesan possesses relevant expertise/ experience and fulfills the conditions specified in the Act and the SEBI LODR Regulations for appointment as an Independent Director and he is independent of the management. The Board accorded its approval to appoint Mr. Madhavan Ganesan as Independent Director of the Company for a term of five years with effect from November 14, 2024 subject to approval of shareholders of the Company. Further, the Board also nominated Mr. Madhavan Ganesan to the following Committees of the Board:

<b>Committee</b>	<b>Designation</b>
Risk Management Committee	Chairperson
Audit Committee	Member
Nomination & Remuneration Committee	Member

The specific areas of expertise and other relevant information as required under the SEBI LODR Regulations and Secretarial Standards - 2 are provided as an Annexure to this Notice.

Mr. Madhavan Ganesan shall be eligible to receive sitting fees for attending meetings of the Board and Committee. He shall also be eligible for Commission as percentage of profit, as may be approved by the Board of Directors and shareholders of the Company. The total compensation (excluding the sitting fees) shall not exceed overall 1% of the net profits of the Company as calculated under Section 198 of Companies Act, 2013. In the event of any loss, absence or inadequacy of any profits of the Company in the financial year, commission or yearly remuneration will be paid to the independent Director with the prior approval of the Shareholders of the Company in terms of Section II of Part II of Schedule V of Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Mr. Madhavan Ganesan to be appointed as an Independent Director of the Company.

Copy of Letter of Appointment setting out the terms and conditions is available for inspection through electronic mode.

Except Mr. Madhavan Ganesan, none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

*The Board recommends passing of the resolution as set out in Item No. 3 of the Notice as a Special Resolution and requests shareholders' approval for the same.*

**Item No. 4: To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013**

As per Section 186 of the Companies Act, 2013 read with the relevant rules framed thereunder, the Company is required to obtain the prior approval of the shareholders by way of a Special Resolution for giving of any loan or guarantee or providing any security or acquisition by way of

subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Limits available to the Company as per Section 186 of the Companies Act, 2013 (as of September 30, 2024) is as follows:

<b>Particulars</b>	<b>INR in Crore.</b>
Total available limits as per section 186 of Companies Act, 2013 (as of September 30, 2024)	178.40
Loans & Investments made by the Company (as of September 30, 2024)	124.80

Though the current loans and investments of the Company is within the limits specified under the Companies Act, 2013, it was thought expedient by the Board that as a measure of achieving greater financial management and to enable optimal financial and capital structuring and to keep sufficient safeguard for, among other things, deploying capital in group companies or investments of excess cash in financial instruments and other body corporates, for future growth of the Company, to seek approval of shareholders to make investments, give loans, guarantees and security in excess of the limits prescribed under section 186 of the Companies Act, 2013 up to an aggregate sum of Rs. 500 Crore (Rupees Five Hundred Crore).

The approval of the shareholders is being sought by way of a Special Resolution pursuant to Section 186 of the Companies Act, 2013, to enable the Company to give loan or guarantee or provide any security or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

None of the Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

*The Board recommends passing of the resolution as set out in Item No. 4 of the Notice as a Special Resolution and requests shareholders' approval for the same.*

**By Order of the Board of Directors  
For Medi Assist Healthcare Services Limited**

**Place: Bengaluru  
Date: November 14, 2024**

**Simmi Singh Bisht  
Chief Compliance Officer & Company Secretary  
Membership No.: A23360**

**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT**

Pursuant to Regulation 36(3) of the SEBI LODR Regulations and  
Secretarial Standard - 2 on General Meetings

Name of the Director	<b>Ms. T.L. Alamelu</b>	<b>Mr. Narain Duraiswami</b>	<b>Mr. Madhavan Ganesan</b>
DIN	07628279	03310642	01674529
Date of Birth	May 7, 1960	April 29, 1963	September 7, 1964
Age	64 years	61 years	60 years
Date of first appointment on the Board	November 14, 2024	November 14, 2024	November 14, 2024
Qualifications	<p>Ms. Alamelu is an Associate of Insurance Institute of India, and is graduated in History from University of Madras.</p> <p>She also has a postgraduate in History from University of Madras.</p>	<p>Mr. Narain is a Chartered Accountant, holds a bachelor's degree in commerce from the University of Madras and a Master of Business Administration from the Kellogg School of Management from Northwestern University in Illinois, USA.</p>	<p>Mr. Madhavan holds a bachelor's degree in engineering from the Birla Institute of Technology &amp; Science, Pilani and Master of Business Administration from the Indian Institute of Management, Calcutta.</p>
Profile, Experience and Expertise in specific functional areas	<p>Ms. Alamelu possess over 4 decades of par excellence career record in the Indian Insurance Market. She has worked with IRDAI an insurance regulatory for Domestic Tariff Area and India's maiden International Financial Services Centers Authority, with a forte of developing of supervisory architecture, registering of financial institutions, and supervising of (re)insurance industry.</p>	<p>Mr. Narain possesses over 4 decades of global experience in the food and agriculture sector along with global organisational leadership and business strategy expertise.</p>	<p>Mr. Madhavan possess over 34 years of experience across the retail, technology and industrial sectors and has held key leadership roles in several prestigious organizations.</p>
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	<p>Leadership experience, experience of crafting business strategies and understanding of customer, technology understanding, finance and accounting</p>	<p>Leadership experience, experience of crafting business strategies and understanding of customer, technology understanding, finance and accounting understanding,</p>	<p>Leadership experience, experience of crafting business strategies and understanding of customer, technology understanding, finance and accounting understanding,</p>



	understanding, understanding of the changing regulatory landscape	understanding of the changing regulatory landscape	understanding of the changing regulatory landscape
Terms and conditions of appointment	Appointment as an Independent Director for a term of 5 (five) years from November 14, 2024 up to November 13, 2029 (both days inclusive)	Appointment as an Independent Director for a term of 5 (five) years from November 14, 2024 up to November 13, 2029 (both days inclusive)	Appointment as an Independent Director for a term of 5 (five) years from November 14, 2024 up to November 13, 2029 (both days inclusive)
Details of remuneration last drawn (FY 2023-24)	Not Applicable	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Sitting Fees and Commission as detailed in the explanatory statement	Sitting Fees and Commission as detailed in the explanatory statement	Sitting Fees and Commission as detailed in the explanatory statement
Directorships in other Companies (excluding foreign companies)	None	Rallis India Limited - Independent Director	Medplus Health Services Ltd – Independent Director
			Optival Health Solutions Pvt Ltd - Director
			Sagar Cements Limited – Nominee Director
			Indipals Services Pvt Ltd - Director
			YSMM Ventures Pvt Ltd - Director
			Visible Body Pvt Ltd - Director
			Xcel Insurances Surveyors and Loss Assessors India Pvt Ltd - Director
			Areete Business Solutions Pvt Ltd - Director
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	None	<b>Rallis India Limited</b>	<b>Medplus Health Services Ltd</b>
		a) Audit Committee – Member	a) Audit Committee - Member
		b) Nomination & Remuneration Committee – Member	b) Nomination & Remuneration Committee - Member
		c) Corporate Social Responsibility Committee – Chairperson	c) Stakeholders Relationship Committee - Chairperson
d) Risk Management Committee - Chairperson	d) Risk Management Committee - Chairperson		
e) Corporate Social Responsibility Committee - Member	e) Corporate Social Responsibility Committee - Member		
		<b>Optival Health Solutions Pvt Ltd</b>	
		a) Audit Committee - Member	
		b) Nomination and Remuneration Committee - Chairperson	

			c) Corporate Social Responsibility Committee - Chairperson <b>Sagar Cements Limited</b> a) Audit Committee - Member b) Nomination & Remuneration Committee - Member c) Risk Management and ESG Committee - Member
Listed entities from which the Director has resigned from Directorship in last three (3) years	None	Resigned as Vice Chairman, Managing Director & CEO of Bayer CropScience Limited w.e.f. October 31, 2023	None
No. of Board Meetings attended during FY 2024-25	Not Applicable	Not Applicable	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil	Nil	Nil

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