



MedPlus Health Services Limited

February 10, 2025

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

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

Dear Sir/Madam,

**Subject: Intimation of circulation of Postal Ballot Notice**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith the Postal Ballot Notice dated January 31, 2025 along with the Explanatory Statement thereto seeking approval of the Members by way of Special Resolution through Postal Ballot via remote e-voting for the appointment of Mr. Thyagarajan Muralidharan (DIN: 00052097), as a Non-Executive Independent Director of the Company.

In accordance with circulars issued by Ministry of Corporate Affairs, the Postal Ballot Notice has been sent today i.e. February 10, 2025 through electronic mode to all those shareholders name appearing in the Register of Members and whose e-mail ID is registered with the Company / Depositories as on Friday, February 07, 2025 (Cut-off date”).

The Company has availed the services of KFin Technologies Limited ('KFin') for providing remote e-voting facility to all its Members. The remote e-voting period shall commence on Tuesday, on February 11, 2025 from 9:00 A.M. (IST) and shall conclude on Wednesday, March 12, 2025 at 5:00 P.M. (IST). The e-voting module shall be disabled by KFin thereafter.

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

The Postal Ballot Notice will be available on the website of the Company at [www.medplusindia.com](http://www.medplusindia.com) and also on the websites of BSE Limited and National Stock Exchange of India Ltd. viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

This is for your information and record.

Thanking You  
Yours faithfully,

**For MedPlus Heath Services Limited**

**Manoj Kumar Srivastava**  
**Company Secretary & Compliance Officer**

**Encl:** Postal Ballot Notice

 040-6724 6724

## MedPlus Health Services Limited

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

### POSTAL BALLOT NOTICE (“NOTICE”)

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

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (‘the **Act**’), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘the **Rules**’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**SEBI Listing Regulations**’) (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force) and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 for holding general meetings/conducting postal ballot process through e-voting issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and all other applicable laws, rules and regulations, if any, for the time being in force, for seeking approval of members of MedPlus Health Services Limited (‘the **Company**’), to the proposed special resolution to be passed through Postal Ballot i.e. by voting through remote electronic means (“**remote e-voting**”) only.

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

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

The Company has engaged the services of M/s. KFin Technologies Limited (“**RTA/E-voting Agency**”) as the agency to provide E-voting facility. The manner of voting remotely by

members holding shares in dematerialized mode and physical mode is provided in the instructions given in the notice.

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

The remote e-voting period commences from 09:00 a.m. (IST) on Tuesday, February 11, 2025, and ends at 17:00 p.m. (IST) on Wednesday, March 12, 2025. The Scrutinizer will submit the report to the Chairman or Company Secretary & Compliance Officer of the Company, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Friday, March 14, 2025, i.e. within 2 working days of conclusion of postal ballot.

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

#### **SPECIAL BUSINESS:**

**APPOINTMENT OF MR. THYAGARAJAN MURALIDHARAN (DIN: 00052097), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (‘Rules’) and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s) or

re-enactment thereof for the time being in force, upon recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Thyagarajan Muralidharan (DIN:00052097) as an Additional Director(Non-Executive Independent) of the Company with effect from December 18, 2024 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 16 and 25 (2A) of the Listing Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Thyagarajan Muralidharan(DIN: 00052097), as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from December 18, 2024 to December 17, 2029, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**Manoj Kumar Srivastava  
Company Secretary & Compliance Officer  
FCS 7460  
Place: Hyderabad  
Date: January 31, 2025**

**NOTES:**

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

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) read with Section 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment as a Non-Executive Independent Director is furnished as an Annexure to this Postal Ballot Notice.

3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, February 07, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. This Postal Ballot Notice will also be available on the Company’s website at <https://www.medplusindia.com/> websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com> .
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1, ISR-3, and SH-13 (available on the website of the Company at <https://www.medplusindia.com/> ) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off date, should treat this Postal Ballot Notice for information purpose only.
7. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off date.
8. The Company has availed the services of KFIN, as the authorised agency for providing e-voting facility.

9. The Company has appointed Mrs. Rashida Hatim Adenwala (M. No. F4020), Founder Partner of M/s. R & A Associates, Practicing Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

10. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

11. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Special Resolution. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body’s resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at [cs@medplusindia.com](mailto:cs@medplusindia.com) with a copy marked to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com).

12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, March 12, 2025.

13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to [cs@medplusindia.com](mailto:cs@medplusindia.com) mentioning his / her / its folio number / DP ID and Client ID. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

**14. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

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

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

Commencement of e-voting: 9:00 a.m. (IST) on Tuesday, February 11, 2025, End of e-voting: 5:00 p.m. (IST) on Wednesday, March 12, 2025.

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

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

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

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

a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Friday, February 07, 2025, only shall be entitled to avail the facility of remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted. For this purpose, the Company has entered into an agreement with KFin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system will be provided by KFin.





d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast

their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby facilitating seamless authentication and convenience of participating in e-voting process.

**The procedure for remote e-voting is as under:**

**A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:**

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 the e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs’ website directly.</p> <p>If the user is not registered for Easi/Easiest, the option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access the e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” portal or click at <a href="https://eservices.nsd.com/SecureWeb/IDeASDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IDeASDirectReg.jsp</a>.</p> <p>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">     </div> <div style="text-align: center;">     </div> </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see the e-voting option. Once you click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on the company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

**B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non-individual shareholders holding shares in demat form:**

i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.

- Enter the login credentials i.e., user id and password mentioned below:

For Members holding shares in Demat Form: -

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- For CDSL: 16 digits beneficiary ID

- For Members holding shares in Physical Form:

- **Event no.** i.e. 8645, followed by Folio Number registered with the Company.

- **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using KFin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no iii below to obtain the User ID and password.

- **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

ii. After entering the details appropriately, click on LOGIN.

iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password', and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders 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.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders 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 toll free no.: 022-4886 7000 and 022-2499 7000.

system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.

iv. On successful login, the system will prompt you to select the EVENT i.e. 8645.

v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same

manner. You may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., February 07, 2025.
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., February 07, 2025, may obtain the User ID and password in the manner as mentioned below:  
If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:
  - a) Send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL :  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - b) On the home page of <https://evoting.kfintech.com>, click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. 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 <https://evoting.kfintech.com> or contact KFin Technologies Ltd. At 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

#### 15. OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or contact at [investors@medplusindia.com](mailto:investors@medplusindia.com), or Corporate Registry, KFin Technologies Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech’s toll free No.: 1800-309 4001 454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

#### EXPLANATORY STATEMENT

*(Pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

The Board of Directors of the Company at its meeting held on December 18, 2024 had recommended to the Members, the appointment of Mr. Thyagarajan Muralidharan(DIN: 00052097) as Non-Executive Independent Director of the Company for a period of five(5) years w.e.f. December 18, 2024, pursuant to Section 161 of the Companies Act, 2013, subject to the approval of the Members by way of a Special Resolution. Pursuant to Regulation 17(1C) of the Listing Regulations, he shall hold office until the date of next General Meeting or for a period of three months from the date of his appointment, whichever is earlier. The Company has received the following declarations from Mr. Thyagarajan Muralidharan:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”).
- (ii) 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.
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) & (7) of Section 149 of the Act and Reg. 25(8) of LODR Regulations.
- (iv) 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 SEBI or any other such authority.

- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as a Non-Executive Independent Director of the Company.
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.
- (vii) The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.
- (viii) Form MBP-1 – disclosing his concerns or interests in other company(ies) in terms of section 184(1) of the Act.

In the opinion of the Board, Mr. Thyagarajan Muralidharan fulfils the conditions for independence specified in the Act, the Rules made thereunder, the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as a Non-Executive Independent Director of the Company.

Mr. Thyagarajan Muralidharan is having more than 35 years of rich experience in the field of management, finance and Human Resource. Brief profile of Mr. Thyagarajan Muralidharan is

Annexed as per **Annexure A**. The copy of letter of appointment of Mr. Thyagarajan Muralidharan as an Additional Director (Non-Executive Independent) setting out the terms and conditions is available for electronic inspection by the Members during business hours including the day of last day of voting. In the opinion of the Board, he fulfils the conditions specified in the Act for appointment as an Independent Director and his appointment would be in the interest of the Company. Mr. Muralidharan also fulfils the identified core skills, expertise, competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company. Mr. Muralidharan meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Muralidharan is independent of the management.

The resolution seeks the approval of Members for the appointment of Mr. Thyagarajan Muralidharan as a Non-Executive Independent Director of the Company for a term of consecutive five (5) years effective from December 18, 2024, to December 17, 2029 (both days inclusive).

None of the Directors, Key Managerial Personnel or their relatives except Mr. Thyagarajan Muralidharan, to whom the resolution relates, are in any way, concerned or interested financially or otherwise, in passing the proposed resolution set out in the notice. The Board of Directors recommends the approval of resolution as Special Resolution.



**Brief profile of Director proposed for appointment**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Revised Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the details of the Directors proposed to be appointed is as given below:

Name of Director	<b>Mr. Thyagarajan Muralidharan</b>
Date of Birth	July 20, 1957
Age	67 years
Date of Appointment	December 18, 2024
Brief resume	Refer to explanatory statement above
Qualification	B. Tech from IIT Madras, Post-Graduation from IIM Ahmedabad, LLB from Osmania University, Hyderabad
Experience and Expertise	Mr. Thyagarajan Muralidharan is a distinguished Indian entrepreneur and the founder of the TMI Group, a leading talent management and workforce solutions company. Over his 35-year career, he made significant contributions to the business and employment sectors in India. He has served as the Past Chairman of the FICCI Telangana State Council, is a member of FICCI's National Executive Committee and was on the National Board of MSME for 5 years. He also served as an Advisor to the Governor of Rajasthan on MSME and Employment from 2019 to 2024. He has been recognized with multiple awards, including the Hyderabad Management Association's Entrepreneurial Achievement Award and the Distinguished Alumnus Award from the IIMA Alumni Association, Hyderabad in 2014. Additionally, he is a published author of two bestselling novels, a columnist, an independent journalist, and actively engaged with education of under privileged Children.
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.
No of Board Meeting attended during FY2024-25	Till the date of Postal Ballot Notice: 1 out of 1 meeting held
Date of first appointment on Board	December 18, 2024
Shareholding in the Company	NIL
Relationship with other Directors and KMPs	Not related to any Director/Key Managerial Personnel of the company
Directorships held in other Companies	1. Quanta People Solutions Private Limited 2. Alchemy Enersol International Private Limited 3. TMI E2E Academy Private Limited 4. C & K Management Limited 5. T. M. Inputs and Services Private Limited 6. Talent Management International Private Limited
Chairperson/Membership held in other Companies	NIL
Listed Entities from which the person has resigned in the past 3 years	NIL
Terms and Conditions of Appointment	For a period of 5 years from December 18, 2024, to December 17,2029
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer the explanatory statement

**By Order of the Board,  
For MedPlus Health Services Limited  
Sd/-  
Manoj Kumar Srivastava  
Company Secretary & Compliance Officer  
FCS 7460  
Place: Hyderabad  
Date: January 31, 2025**

**INFORMATION AT A GLANCE**

Sr. No.	Particulars	Details
1.	Period of 30 days of Postal Ballot	February 11, 2025, to March 12, 2025(both days inclusive)
2.	Mode	E-voting means only
3.	Submission of Questions/Queries	<p>Questions/queries shall be submitted 48 hours from the commencement of the postal ballot by any of the following mode:</p> <ul style="list-style-type: none"> <li>• Email to <a href="mailto:cs@medplusindia.com">cs@medplusindia.com</a> mentioning name, demat account number/folio number, email ID, mobile number, etc.</li> <li>• Members holding shares as on the cut-off date i.e. Friday, February 07, 2025, may also visit <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> and click on “Post Your Queries” and post queries/views/questions in the window provided, by mentioning name, demat account number/folio number, email ID and mobile number.</li> </ul>
4.	Cut-off date of e-voting	February 07, 2025
5.	E-voting date and start time	February 11, 2025, at 09:00 A.M. (IST)
6.	E-voting date and end time	March 12, 2025, at 05:00 P.M. (IST)
7.	E-voting website of KFin	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
8.	Name, address, and contact details of e-voting Service Provider and Registrar and Transfer Agent	<p>Mr. N. Shyam Kumar, Senior Manager – Corporate Registry, KFin Technologies Limited, Selenium, Tower B, Plot No. 31 &amp; 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032 Helpline: +91 40 67162222 or at 1800 309 4001 (toll free) Email ID - <a href="mailto:shyam.kumar@kfintech.com">shyam.kumar@kfintech.com</a> or at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</p>
9.	Email Registration & Contact updation Process	<p><b>Demat Members:</b> Contact respective Depository Participant CDSL – <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> , toll free no. 1800225533 NSDL- <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>, toll free no. 02224997000</p> <p><b>Physical Members:</b> Contact Company’s Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate.</p>