



May 22, 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 dated May 15, 2024, seeking approval of members of Medi Assist Healthcare Services Ltd (“Company”), through remote e-voting for the following special resolutions:

S.No	Description of Special Resolutions
1	Ratification of Employee Stock Option Scheme 2013 of Medi Assist Healthcare Services Limited
2	Ratification of extension of benefits under the Employee Stock Option Scheme 2013 of Medi Assist Healthcare Services Limited to the employees of Subsidiary Companies of the Company
3	To grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees under “Employee Stock Option Scheme 2013 (“ESOP 2013”) of the Company and Subsidiary Companies

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 **May 17, 2024 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company / Depositories.

The hard copies of the Notice, Postal Ballot Forms or pre-paid business envelope are not being sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

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 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. The e-voting period commences on **Friday, May 24, 2024, (9:00 AM IST) and ends on Saturday, June 22, 2024 (5:00 PM IST).**

The Notice along with the Explanatory Statement thereto can be downloaded from the Company’s website at 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

Medi Assist Healthcare Services Limited

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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 Listing Regulations”), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September 2023 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, May 17, 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.

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In compliance with Regulation 44 of the SEBI Listing 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 (“LI IPL” 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, May 24, 2024 from 9.00 a.m. (IST) and ends on Saturday, June 22, 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 on or before Monday, June 24, 2024. The said results along with the Scrutinizer’s Report shall be placed on the Company’s website www.mediassist.in and on the website of RTA 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, June 22, 2024.

SPECIAL BUSINESS:

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

1. Ratification of Employee Stock Option Scheme 2013 of Medi Assist Healthcare Services Limited

“**RESOLVED THAT** pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Medi Assist Healthcare Services Limited (“Company”) and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, Employee Stock Option Scheme 2013 (“ESOP 2013”) of the Company as originally formulated and approved by the Board of Directors as well as Shareholders as on 24th September 2013, and later amended and ratified by the Members of the Company on 22nd February 2023, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited consequent to the Initial Public Offer (“IPO”) by the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed

in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), being authorised to create, offer, issue and allot employee stock options (“ESOPs”) to eligible employees under the ESOP 2013, and to grant the ESOPs to the eligible employees under ESOP 2013 on such terms and conditions as provided in the ESOP 2013 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to create, offer, grant, issue and allot upto 36,26,216 employee stock options (“ESOPs”), exercisable into 36,26,216 equity shares of face value of Rs. 5/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the ‘Employee Stock Option Scheme 2013’ (“ESOP 2013”)” and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating the above resolutions, the Board / Committee be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions,

difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2013) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2013.

RESOLVED FURTHER THAT authority granted to any Director of the Company or Chief Compliance Officer & Company Secretary to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified.

RESOLVED FURTHER THAT any Director of the Company or Chief Compliance Officer & Company Secretary be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties”.

2. Ratification of extension of benefits under the Employee Stock Option Scheme 2013 of Medi Assist Healthcare Services Limited to the employees of Subsidiary Companies of the Company

“**RESOLVED THAT** pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB&SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and other applicable provisions of the Act for the time being in force and as may be modified from time to time, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Medi Assist Healthcare Services Limited (“Company”) and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of the Employee Stock Option Scheme 2013 (“ESOP 2013” details of which are set out in the explanatory statement annexed hereto) of the Company, as originally formulated and approved by the Board of Directors as well as Shareholders’ on 24th September 2013, and later amended and later amended and ratified by the Members of the Company on 22nd February 2023, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited consequent to the Initial Public Offer (“IPO”) by the Company, to the eligible employees of subsidiary companies in or

outside India (as defined in the Act) be and is hereby ratified and approved within the meaning of SEBI (SBEB&SE) Regulations, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB&SE) Regulations) to create, offer, grant, issue and allot in one or more tranches under the ESOP 2013 at any time to or for the benefit of the eligible employees of subsidiary companies in or outside India (as defined in the Act), such number of employee stock options (“ESOPs”) exercisable into equity shares of the Company not exceeding 36,26,216 ESOPs exercisable into 36,26,216 equity shares of the Company under the ESOP 2013, at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the “Employee Stock Option Scheme 2013 (“ESOP 2013”)” and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the authority of the Board, on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in the ESOP 2013 from time to time or to suspend, withdraw or revive the ESOP 2013 from time to time, as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto, provided that such changes are not detrimental to the eligible employees, and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company in this regard, be and is hereby ratified.

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), KMP(s) of the Company as may be required to give effect to these resolutions, be and is hereby ratified.

RESOLVED FURTHER THAT any Director of the Company or Key Managerial Personnel be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties”.

3. To grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees under “Employee Stock Option Scheme 2013 (“ESOP 2013”) of the Company and Subsidiary Companies

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB&SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and other applicable provisions of the Act for the time being in force and as may be modified from time to time, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Medi Assist Healthcare Services Limited (“Company”) and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, approval of the Members be and is hereby accorded to Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options (“Options”) during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, to such identified employees as may be decided by the Board of Directors (including the Nomination and Remuneration Committee).

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the “Employee Stock Option Scheme 2013 (“ESOP 2013”)” and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating the above resolutions, the Board/ Committee be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when

required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

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

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

**Place: Bengaluru
Date: May 15, 2024**

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, May 17, 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 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 Pvt Ltd, 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, on the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at 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.
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 / biswajit@bmpandco.com with a copy marked to 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, June 22, 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.
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.

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 Listing Regulations”), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 Pvt Ltd, 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, May 24, 2024 from 9.00 a.m. (IST) and ends on Saturday, June 22, 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.
- 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.
- 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 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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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

Item Nos. 1, 2 & 3:

- (1) Ratification of Employee Stock Option Scheme 2013 of Medi Assist Healthcare Services Limited**
- (2) Ratification of the extension of the benefits under the Employee Stock Option Scheme 2013 of Medi Assist Healthcare Services Limited to the employees of Subsidiary Companies of the Company, and**
- (3) To grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees under “Employee Stock Option Scheme 2013 (“ESOP 2013”) of the Company and Subsidiary Companies**

Employee Stock Option Scheme 2013 (“ESOP 2013”) of Medi Assist Healthcare Services Limited was approved by an Ordinary Resolution of the members at the extra-ordinary general meeting held on September 24, 2013 and the subsequent amendments to the Scheme were approved by the Board at their meetings held on July 30, 2015, June 23, 2016, June 29, 2017, June 21, 2018, March 11, 2019, March 5, 2021 and April 9, 2021. Further, the Shareholders pursuant to their resolution dated March 15, 2021, have ratified the amendments made pursuant to the resolution passed by the Board of Directors on March 5, 2021. Further, the corporate actions of sub-division of equity shares and issue of bonus shares by the Company were undertaken by way of the resolutions of the Board and Shareholders, each dated April 7, 2021. ESOP 2013 was subsequently amended in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and

Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), pursuant to the resolutions of the Board and shareholders at their meetings held on February 17, 2023 and February 22, 2023, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company and Subsidiary Companies (as defined under the Companies Act, 2013 (“Act”), which entitles them to the shares of the Company.

The ESOP 2013 has been formulated by the Board with an aim to encourage and motivate employees of the Company and Subsidiary Companies in strengthening and improving their performance, thereby contributing to the overall growth of the Company.

The Nomination and Remuneration Committee shall administer the ESOP 2013 in accordance with the applicable laws.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

Further in terms of provisions of Rule 12(4) of Companies (Share Capital and Debenture) Rules, 2014, approval of the shareholders by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of subsidiary or holding Company or grant of options to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option and hence the approval of shareholders is being sought for Item No. 1, 2 and 3. Further the members are hereby informed that as on date of this notice, there is no employee who has been identified in this category. However the said approval is being taken by the members as a proactive approach.

The Board of Directors, at its meeting held on May 15, 2024, based on the recommendation of Nomination and Remuneration Committee (“NRC”) and subject to approval of members, approved the proposal for ratification of ESOP 2013 along with extending the benefits of the said scheme to employees of its Subsidiaries Companies and to grant option to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

Accordingly, approval of the Members is being sought for the aforementioned item no. 1, 2 and 3.

Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

The Company appreciates the role which people play in organizational growth. It strongly feels that the value created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and

incentivize employees, the Company is intending to issue employee stock options under an employee stock option plan namely “Employee Stock Option Scheme 2013 (“ESOP 2013”)” to the employees of the Company and its Subsidiary Companies, as relevant, as determined from time to time.

a) Brief Description of the “Employee Stock Option Scheme 2013 (“ESOP 2013”)” is as under:

The Company has formulated ESOP 2013 and strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the organization. The underlying philosophy of ESOP 2013 is to enable the Employees/ Directors, present and future, to share the wealth that they help to create for the organization over a certain period of time. The objective of this Scheme is to reward the Employees for their contribution to the success of the Company and to provide an incentive to continue contributing to the success of the Company. The ESOP 2013 will be administered by the Nomination and Remuneration Committee.

b) Total number of options to be granted:

A total of 36,26,216 options are available to grant the employees of the Company and its Subsidiary Companies under the ESOP 2013. Each option when exercised would be converted into one Equity Share of ₹ 5/- each fully paid-up. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees/ directors, would be available for being re-granted at a future date.

The Board of Directors / Nomination and Remuneration Committee of the Company are authorized to re-grant such lapsed / cancelled options. In case of any corporate action(s) such as split/ consolidation, rights issues, bonus issues and others, a fair and reasonable adjustment will be made to the options granted. The number and/ or the exercise price of the options shall be adjusted in a manner such that the total value of options remains the same before and after such corporate action.

Details of grants, exercise and lapsing of options as on date of this notice on a cumulative basis are as follows:

Options Granted	33,87,280
Options Lapsed/Expired	4,55,394
Options Exercised	14,48,932
Options Outstanding	6,94,330

c) **Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

(a) an employee as designated by the Company, who is exclusively working in India or outside India;

(b) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but at all times excluding an independent director of the Company; or

(c) an employee, as described in clauses (a) or (b) above, of a group company including subsidiary or its associate company, in India or outside India, or of a holding company, if applicable, of the Company;

but shall not include:

(1) an employee who is a promoter or a person belonging to the promoter group; or

(2) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

The eligibility to participate in the ESOP 2013 is subject to such criteria as may be determined by the Nomination and Remuneration Committee at its discretion, including, but not limited to, the performance metrics on the achievement of which the granted ESOPs would vest and which may be specified in the respective letters of grant to be issued to the grantee.

d) **Appraisal Process for determining the eligibility of the employees to ESOPs:**

The options shall be granted to the employees as per performance appraisal system of the Company. The process for determining the eligibility of the employees will be specified by the Committee and will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

e) **Requirements of vesting and period of vesting:**

The ESOPs shall vest not earlier than 12 (twelve) months from the date of grant for ESOPs and not later than 5 (five) years from the date of grant. Vesting of ESOPs shall be subject to the terms and conditions mentioned in the ESOP 2013 as may be specified by the Nomination

and Remuneration Committee including performance parameters on the achievement of which the granted ESOPs would vest.

f) The maximum period within which the options shall be vested:

5 (five) years from the date of Grant of ESOPs.

g) Exercise price or pricing formula:

The Options will be granted at an Exercise Price as determined by the Nomination & Remuneration Committee, which shall in no case be lesser than the face value of Shares of the Company and not higher than the Fair Market Value of Shares of the Company as on date of Grant and shall be subject to conforming to the accounting policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

h) Exercise Period and the process of exercise:

The exercise period and the process of exercise is as below:

PRE LISTING <i>(i.e. prior to the Company listing its Shares on any Recognised Stock Exchange)</i>			
Sr. No.	Event	Treatment of Vested Options	Treatment of Unvested Options
1.	While in employment	<p><i>The Option Grantee may i) choose to exercise the vested Options within 2 (two) years from the date of vesting; or ii) continue to hold the Vested Option for such period till the Liquidity Event happens, whichever is later.</i></p> <p><i>Upon happening of a Liquidity Event as per Clause 10 of the Scheme, the Option Grantee may exercise the Vested Options held as on date, one year from the date on which the Liquidity Event happens.</i></p>	The Options would continue to vest as per the original Vesting schedule.

PRE LISTING <i>(i.e. prior to the Company listing its Shares on any Recognised Stock Exchange)</i>			
Sr. No.	Event	Treatment of Vested Options	Treatment of Unvested Options
2.	Resignation / Termination (other than due to misconduct or breach of Company Policies / Terms of Employment)	<p>The Vested Options as on the date of resignation can be exercised by the Option Grantee only in connection with or upon happening of a Liquidity Event as per Clause 10 of the Scheme and within such period as prescribed by the NR Committee in this regard.</p> <p>However, if none of the Liquidity Event occurs within 5 (five) years from the date of Grant, the Option Grantee can exercise the Vested Options within 1 (one) year from the end of 5 (five) years from the date of Grant.</p>	All Unvested Options on the date of submission of resignation / date of termination shall stand cancelled with effect from that date.
3.	Termination due to misconduct or breach of Company Policies / Terms of Employment	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall expire and stand cancelled with effect from that date.
4.	Retirement / early Retirement approved by the Company	<p>The Vested Options as on the date of Retirement can be exercised by the Option Grantee only in connection with or upon happening of a Liquidity Event as per Clause 10 of the Scheme and within such period as prescribed by the NR Committee in this regard.</p> <p>However, if none of the Liquidity Event occurs within 5 (five) years from the date of Grant, the Option Grantee can exercise the Vested Options within 1 (one) year from the end of 5 (five) years from the date of Grant.</p>	All Unvested Options will stand cancelled as on the date of such Retirement, unless otherwise determined by the NR Committee whose determination will be final and binding.
5.	Termination due to Permanent Incapacitation / Disability	The Vested Options as on the date such Permanent Incapacitation/ Disability can be exercised by the Option Grantee or his nominee or his legal heirs only in connection with or upon happening of a Liquidity Event as per Clause 10 of the Scheme and within such period as prescribed by the NR Committee in this regard.	All the Unvested Options as on the date of such Permanent Incapacitation/ Disability shall vest immediately and can be exercised by the Option Grantee or his nominee or his legal heirs only in connection with or upon happening of a Liquidity Event as per Clause 10 of

PRE LISTING <i>(i.e. prior to the Company listing its Shares on any Recognised Stock Exchange)</i>			
Sr. No.	Event	Treatment of Vested Options	Treatment of Unvested Options
		<p>However, if none of the Liquidity Event occurs within 5 (five) years from the date of Grant, the Option Grantee or his nominee or his legal heirs can exercise the Vested Options within 1 (one) year from the end of 5 (five) years from the date of Grant.</p>	<p>the Scheme and within such period as prescribed by the NR Committee in this regard.</p> <p>However, if none of the Liquidity Event occurs within 5 (five) years from the date of Grant, the Option Grantee or his nominee or his legal heirs can exercise such Options within 1 (one) year from the end of 5 (five) years from the date of Grant.</p>
6.	Death	<p>The Vested Options as on the date of death can be exercised by Option Grantee's nominee or his legal heirs only in connection with or upon happening of a Liquidity Event as per Clause 10 of the Scheme and within such period as prescribed by the NR Committee in this regard.</p> <p>However, if none of the Liquidity Event occurs within 5 (five) years from the date of Grant, the Option Grantee's nominee or his legal heirs can exercise the Vested Options within 1 (one) year from the end of 5 (five) years from the date of Grant.</p>	<p>All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heirs only in connection with or upon happening of a Liquidity Event as per Clause 10 of the Scheme and within such period as prescribed by the NR Committee in this regard.</p> <p>However, if none of the Liquidity Event occurs within 5 (five) years from the date of Grant, the Option Grantee's nominee or his legal heirs can exercise such Options within 1 (one) year from the end of 5 (five) years from the date of Grant.</p>
7.	Abandonment	<p>All Vested Options, which were not exercised during the period specified by the NR Committee shall stand cancelled. The NR Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.</p>	<p>All the Unvested Options shall stand cancelled. The NR Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.</p>
8.	Separation due to reasons other than those mentioned above	<p>The NR Committee will decide whether the Vested Options, which were not exercised on the date of separation can be exercised by the Option Grantee or not, and such decision shall be final.</p>	<p>All Unvested Options on the date of separation shall expire and stand cancelled with effect from that date.</p>

POST LISTING <i>(i.e. post the Company listing its Shares on any Recognised Stock Exchange)</i>			
Sr. No.	Event	Treatment of Vested Options	Treatment of Unvested Options
1.	While in employment	All Options Vested can be exercised within a period of two years from the date of Vesting.	The Options would continue to vest as per the original Vesting schedule.
2.	Resignation / Termination (other than due to misconduct or breach of Company Policies / Terms of Employment)	All the Vested Options as on the date of submission of resignation / date of termination shall be exercisable by the Option Grantee before his last working day with the Company.	All Unvested Options, as on the date of submission of resignation/ termination, shall expire and stand cancelled with effect from that date.
3.	Termination due to misconduct or breach of Company Policies / Terms of Employment	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall expire and stand cancelled with effect from that date.
4.	Retirement / early Retirement approved by the Company	All Vested Options can be exercised by the Option Grantee immediately after, but in no event later than six months from the date of such Retirement.	All the Unvested Options shall continue to vest as per Vesting schedule as originally prescribed even after date of Retirement unless otherwise decided by the Committee.
5.	Termination due to Permanent Incapacitation/ Disability	All Vested Options may be exercised by the Option Grantee or, in case of his death, the nominee or legal heirs*, immediately after, but in no event later than 12 months from the date of termination of the Option Grantee.	All the Unvested Options as on the date of such Permanent Incapacitation/ Disability shall vest immediately and can be exercised by the Option Grantee or, in case of his death, the nominee or legal heirs* immediately after, but in no event later than 12 months from the date of termination of the Option Grantee.
6.	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heirs* immediately after, but in no event later than 12 months from the date of death of the Option Grantee.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heirs* immediately after, but in no event later than 12 months from the date of death of the Option Grantee.
7.	Abandonment	All the Vested Options, which were not exercised during the 2-year period after the date of vesting shall stand cancelled. The NR Committee, at its sole discretion shall decide the date of cancellation of Options and such	All the Unvested Options shall expire and stand cancelled. The NR Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.

POST LISTING <i>(i.e. post the Company listing its Shares on any Recognised Stock Exchange)</i>			
Sr. No.	Event	Treatment of Vested Options	Treatment of Unvested Options
		decision shall be binding on all concerned.	
8.	Separation due to reasons other than those mentioned above	The NR Committee will decide whether the Vested Options, which were not exercised on the date of separation can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall expire and stand cancelled with effect from that date.

*The nomination shall be made in the form prescribed by the Company for this purpose. In case no nomination has been made by the Option Grantee, then in case of his / her death, the Options shall vest in and shall be exercised by the legal heir of such Option Grantee within the time period specified above, provided that such legal heir of such Option Grantee produces before the NR Committee all such documents as may be required by the Company to prove the succession to the assets of the deceased Option Grantee.

The Options shall be deemed to be exercised when an Option Grantee makes an application in writing to the Company or by any other means as decided by the Committee, for obtaining of Shares against the Options vested in him, subject to payment of Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise.

The Options not exercised within the prescribed Exercise Period shall lapse and the Option Grantee shall have no right over such lapsed or cancelled Options, which shall immediately get added back to the Options pool.

i) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions particularly after listing of shares of the Company as may be prescribed under applicable laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and code of conduct framed, if any, by the Company after listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

j) Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options under this Plan that may be granted to any identified Employee in any year shall in aggregate not exceed 70% of the ESOP Pool [which is 25,38,351 (Twenty Five Lakhs Thirty Eight Thousand Three Hundred and Fifty One)] of the issued equity Share capital (excluding outstanding warrants and conversions, if any) of the Company on the date of adoption of this ESOP Plan. At any given point of time, if there is

any change in the ESOP Pool the number of options granted to any identified Employee in any year under this clause shall not exceed 70% of the ESOP Pool.

k) Maximum quantum of benefits to be provided per Employee under the “Employee Stock Option Scheme 2013 (“ESOP - 2013”)” scheme:

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2013.

l) Whether the “EMPLOYEE STOCK OPTION SCHEME 2013 (“ESOP 2013”)” is to be implemented and administered directly by the Company or through a trust:

The ESOP Scheme is implemented and administered directly by the Company through the Board of directors (including Nomination and Remuneration Committee) of the Company.

m) Whether “EMPLOYEE STOCK OPTION SCHEME 2013 (“ESOP - 2013”)” scheme involves new issue of shares by the Company or secondary acquisition by the trust:

Since the ESOP shall be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company.

n) The amount of loan to be provided for implementation of the “Employee Stock Option Scheme 2013 (“ESOP - 2013”)” scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.

None

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2021 scheme(s)

Not Applicable

p) Method of option valuation:

The Company shall adopt fair value method for valuation of options as prescribed under Ind AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair

value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Board's Report.

q) The conditions under which option vested in employees may lapse

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

r) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of termination of employment as specified in point (q) above, all the vested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to misconduct), all the Vested Options as on date of notice of resignation / termination shall be exercisable by the Option Grantee as outlined in ESOP 2013.

s) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB&SE) and Sweat Equity Regulations

The NR Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

t) Statement to the effect that the company should comply with the applicable accounting standards:

The Company currently follows and shall follow the rules/regulations applicable to accounting of Options with reference to Fair Market Value of Shares as on date of Grant.

The rules/regulations to be followed shall include but not limited to the IND AS / Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.

After Listing, the Company also complies with the accounting and disclosure requirements as prescribed under Regulation 15 of the SEBI SBEB & SE Regulations.

The Board of Directors / Nomination and Remuneration Committee shall be authorized to grant the employee stock options under the ESOP 2013.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2013.

The Board thereby recommends passing of the resolutions as set out under Item Nos. 1, 2 & 3 of this notice for approval of the Members as special resolutions.

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

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

**Place: Bengaluru
Date: May 15, 2024**