

January 24, 2026

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: Notice of Postal Ballot**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the postal ballot notice (“**Notice**”) dated December 29, 2025, seeking approval of the Members of Medi Assist Healthcare Services Ltd (“**Company**”), by way of Postal Ballot - through remote e-voting for the following business:

| S. No | Type of Resolution  | Description of Resolution  |
|-------|---------------------|--|
| 1     | Special Resolution  | Approval for re-appointment of Dr. Ritu Niraj Anand (DIN: 00363699) as an Independent Director of the Company for the second term of five years from March 15, 2026 to March 14, 2031 (both days inclusive)  |
| 2     | Ordinary Resolution | Approval for re-appointment of Dr. Vikram Jit Singh Chhatwal (DIN: 01606329) as the Chairman and Whole-Time Director of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive)        |
| 3     | Special Resolution  | Approval of remuneration payable to Dr. Vikram Jit Singh Chhatwal (DIN: 01606329), Chairman and Whole-Time Director of the Company for a period not exceeding three years effective from March 01, 2026  |
| 4     | Ordinary Resolution | Approval for re-appointment of Mr. Satish V N Gidugu (DIN: 06643677) as the Whole-Time Director and Chief Executive Officer of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive) |
| 5     | Special Resolution  | Approval of remuneration payable to Mr. Satish V N Gidugu (DIN: 06643677), Whole-Time Director and Chief Executive Officer of the Company for a period not exceeding three years effective from March 01, 2026   |

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, January 16, 2026 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company / Depositories.

**Medi Assist Healthcare Services Limited**

CIN - L74900MH2000PLC437885

**Registered Office :** AARPEE Chambers, SSRP Building, 7th Floor, Andheri Kurla Road, Marol Co-operative Industrial Estate Road  
Gamdevi, Marol, Andheri East, Marol Bazar, Mumbai - 400 059, Maharashtra  
Phone : +91-22-6259 6797

**Corporate Office :** Tower “D”, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029, Karnataka  
Phone : +91-80-6919 0000

Email : ask@mediassist.in Website : www.mediassist.in



The Company has availed services of MUFG Intime India Pvt Ltd (formerly known as Link Intime India Pvt Ltd), Registrar and Transfer Agent for the purpose of providing remote e-voting facility to all its Members.

***The remote e-voting facility will be available during the period as given below:***

|  |   |
|--|---|
| <b>Commencement of Remote e-Voting</b> | Monday, January 26, 2026 at 9.00 a.m. IST   |
| <b>End of Remote e-Voting</b>          | Tuesday, February 24, 2026 at 5.00 p.m. IST |

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

Request you to take the same on record.

Yours faithfully,

**For Medi Assist Healthcare Services Limited**

**Rashmi B V**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No: A38729**

***Encl: As Above***

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## NOTICE OF POSTAL BALLOT

*Dear Member(s),*

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR”) read with other relevant circulars, issued by the Ministry of Corporate Affairs (“MCA Circulars”), if any, 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) 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.

- Item No. 1: Approval for re-appointment of Dr. Ritu Niraj Anand (DIN: 00363699) as an Independent Director of the Company for the second term of five years from March 15, 2026 to March 14, 2031 (both days inclusive)
- Item No. 2: Approval for re-appointment of Dr. Vikram Jit Singh Chhatwal (DIN: 01606329) as the Chairman and Whole-Time Director of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive)
- Item No. 3: Approval of remuneration payable to Dr. Vikram Jit Singh Chhatwal (DIN: 01606329), Chairman and Whole-Time Director of the Company for a period not exceeding three years effective from March 01, 2026
- Item No. 4: Approval for re-appointment of Mr. Satish V N Gidugu (DIN: 06643677) as the Whole-Time Director and Chief Executive Officer of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive)
- Item No. 5: Approval of remuneration payable to Mr. Satish V N Gidugu (DIN: 06643677), Whole-Time Director and Chief Executive Officer of the Company for a period not exceeding three years effective from March 01, 2026

In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ Depository Participant (“DP”).

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

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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, January 16, 2026 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company/ Depositories.

### Scrutinizer for conducting the Postal Ballot

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.

### E-voting

The Company has availed the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share transfer Agent (“MUFG” 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 Monday, January 26, 2026 from 9.00 a.m. (IST) and ends on Tuesday, February 24, 2026 at 5.00 p.m. (IST).**

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorised by the Chairperson. The results of the Postal Ballot shall be announced within two working days of conclusion of remote e-voting. The said results along with the Scrutinizer’s Report shall be placed on the Company’s website [www.mediassist.in](http://www.mediassist.in) and on the website of the RTA [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com). The Company shall simultaneously forward the results to BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’), where the shares of the Company are listed. The resolution(s), if approved, shall be deemed to have been passed on the last date of remote e-voting i.e., **Tuesday, February 24, 2026.**

### Key details regarding the Postal Ballot/ e-Voting

| # | Particulars                                      | Details   |
|---|--|---|
| 1 | Cut-off date for eligibility for e-Voting        | Friday, January 16, 2026  |
| 2 | Time period for e-Voting                         | Commences on Monday, January 26, 2026 from 9.00 a.m. (IST) and ends on Tuesday, February 24, 2026 at 5.00 p.m. (IST)  |
| 3 | Last date for publishing results of the e-Voting | On or before Thursday, February 26, 2026  |
| 4 | In case of any grievances or queries, contact    | MUFG Intime India Private Limited<br>(Formerly Link Intime India Private Limited)<br>Mr. Rajiv Ranjan - Assistant Vice President<br>Ph: 8108116767<br>Email: <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a> |
| 5 | Scrutinizer Details                              | 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  |

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## RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT

### SPECIAL BUSINESS:

1. **Approval for re-appointment of Dr. Ritu Niraj Anand (DIN: 00363699) as an Independent Director of the Company for the second term of five years from March 15, 2026 to March 14, 2031 (both days inclusive)**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder and Regulation 17, 25 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof to the Act and SEBI LODR), Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Ritu Niraj Anand (DIN: 00363699), who holds office as an Independent Director up to March 14, 2026 and being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from March 15, 2026 to March 14, 2031 (both days inclusive) as per the terms and conditions including remuneration, as detailed in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

2. **Approval for re-appointment of Dr. Vikram Jit Singh Chhatwal (DIN: 01606329) as the Chairman and Whole-Time Director of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive)**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder and Schedule V of the Act, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof to the Act and SEBI LODR), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of Members of the Company be and is hereby accorded for re-appointment of Dr. Vikram Jit Singh Chhatwal (DIN: 01606329) as the Chairman and Whole-Time Director of the Company, not liable to retire by rotation, for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive) on such terms and conditions, as detailed in the explanatory statement annexed to this Notice.

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**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

**3. Approval of remuneration payable to Dr. Vikram Jit Singh Chhatwal (DIN: 01606329), Chairman and Whole-Time Director of the Company for a period not exceeding three years effective from March 01, 2026**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with relevant rules made thereunder and Schedule V of the Act, Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) (including any statutory modification(s) or re-enactment thereof to the Act and SEBI LODR), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of Members of the Company be and is hereby accorded to the payment of the remuneration to Dr. Vikram Jit Singh Chhatwal (DIN: 01606329), Chairman and Whole-Time Director as detailed in the explanatory statement of this notice, for a period not exceeding three years effective from March 01, 2026.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

**4. Approval for re-appointment of Mr. Satish V N Gidugu (DIN: 06643677) as the Whole-Time Director and Chief Executive Officer of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive)**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder and Schedule V of the Act, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof to the Act and SEBI LODR), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of Members of the Company be and is hereby accorded for re-appointment of Mr. Satish V N Gidugu (DIN: 06643677) as Whole-Time Director and Chief Executive Officer of the Company, liable to retire by rotation, for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive) on such terms and conditions as detailed in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

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**5. Approval of remuneration payable to Mr. Satish V N Gidugu (DIN: 06643677), Whole-Time Director and Chief Executive Officer of the Company for a period not exceeding three years effective from March 01, 2026**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with relevant rules made thereunder and Schedule V of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) (including any statutory modification(s) or re-enactment thereof to the Act and SEBI LODR), Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of Members of the Company be and is hereby accorded to the payment of remuneration to Mr. Satish V N Gidugu (DIN: 06643677), Whole-Time Director and Chief Executive Officer, as detailed in the explanatory statement of this notice, for a period not exceeding three years effective from March 01, 2026.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

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

**Rashmi B V  
Company Secretary & Compliance Officer  
ICSI Membership No: A38729**

**Date: December 29, 2025  
Place: Bengaluru**

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**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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The following statement sets out all material facts relating to the special business mentioned in the accompanying Postal Ballot Notice.

**Item No. 1: Approval for re-appointment of Dr. Ritu Niraj Anand (DIN: 00363699) as an Independent Director of the Company for the second term of five years from March 15, 2026 to March 14, 2031 (both days inclusive)**

The Members of the Company at the Extra-Ordinary General Meeting held on March 15, 2021 had approved the appointment of Dr. Ritu Niraj Anand as an Independent Director of the Company for a period of five years with effect from March 15, 2021 to March 14, 2026.

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“the Board”) at its meeting held on May 15, 2025, approved the re-appointment of Dr. Ritu Niraj Anand as an Independent Director of the Company for the second term of five years from March 15, 2026 to March 14, 2031 (both days inclusive), subject to the approval of the members of the Company.

**Brief Profile of Dr. Ritu Niraj Anand**

Dr. Anand is a pioneer in the field of Human Resources and brings unmatched intellectual expertise. She has over 30 years of experience in HR & related functions and stands as a beacon of innovation and leadership in her domain. In her last position she was the Chief Leadership & Diversity Officer and Senior Vice President HR at Tata Consultancy Services. She serves on multiple advisory boards and holds a Ph.D. in Psychology from University of Bombay.

She has received several accolades and awards during her career, including Meritorious Service Award - conferred by Worldwide ERC, Top 20 HR Influencers by HR 40 under 40, LinkedIn Top Voices in India for two consecutive years.

Dr. Anand is a sought-after speaker at global forums and is also honored as key voice and speaker at various forums such as SAP Game Changing Women, Oracle Inclusive Leadership, CII WomeNation and TCS SAPPHIRE Call2Lead.

Dr. Anand serves as an Independent Director on the Boards of various companies. At Medi Assist, she is the Chairperson of the Nomination & Remuneration Committee and Corporate Social Responsibility Committee and a Member of Stakeholders Relationship Committee.

**NRC & Board’s consideration for re-appointment of Dr. Ritu Niraj Anand**

The NRC and the Board have determined that the re-appointment of Dr. Ritu Niraj Anand is appropriate and in the best interests of the Company. Her extensive professional experience spanning over three decades continues to provide valuable strategic insight, contributing meaningfully to both the Company’s short- and long-term objectives.

During her tenure as an Independent Director, she has consistently demonstrated a high level of commitment, diligence and independence in discharging her responsibilities as an Independent Director of the Company and also has played a pivotal role in providing strategic direction and guidance on critical business and governance-related matters.

She has effectively discharged her duties as Chairperson of the Nomination & Remuneration Committee and Corporate Social Responsibility Committee and as a Member of the Stakeholders

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Relationship Committee. Her active engagement in Board and Committee deliberations has strengthened the Company's governance framework and oversight mechanisms. Details of her meeting attendance for the FY 2025-26 are provided in Annexure A.

As part of the evaluation, Dr. Anand's profile was mapped with the Board core skill matrix and it was noted that Dr. Anand's expertise in the areas of leadership, crafting business strategies and understanding of customers and regulatory landscape amongst others would be beneficial for Medi Assist.

### **Remuneration payable to Dr. Ritu Niraj Anand**

Dr. Anand shall be eligible to receive sitting fees for attending meetings of the Board and its Committee. She shall also be eligible for commission as a percentage of profit, as may be approved by the Board of Directors and Members of the Company from time to time. The total compensation (excluding the sitting fees) shall not exceed overall 1% of the net profits of the Company as calculated under Section 198 of the Act.

In the event of any loss, absence or inadequacy of any profits of the Company in any financial year, commission will be paid to the independent director within the limits prescribed under Section 197 read with Section II of Part II of Schedule V of the Act.

### **Company has received all statutory disclosures/ declarations from Dr. Anand, including:**

- a) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules').
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164(2) of the Act.
- c) A declaration to the effect that she continues to meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR.
- d) Declaration that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board and based on its evaluation, Dr. Anand fulfils the conditions specified in the Act, and Rules made thereunder and SEBI LODR for her re-appointment as an Independent Director of the Company and she is independent of the Management of the Company.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing her candidature to be re-appointed as an Independent Director of the Company.

A copy of the draft letter for the re-appointment of Dr. Anand as an Independent Director setting out the terms and conditions is available for inspection by the Members through electronic mode and is also available at <https://www.mediassist.in/investor-relations/> Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

Information required under the Act, Regulation 36 of the SEBI LODR and Secretarial Standards on General Meetings is annexed as an Annexure-A.

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

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

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**Item No. 2: Approval for re-appointment of Dr. Vikram Jit Singh Chhatwal (DIN: 01606329) as the Chairman and Whole-Time Director of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive)**

**AND**

**Item No. 3: Approval of remuneration payable to Dr. Vikram Jit Singh Chhatwal (DIN: 01606329), Chairman and Whole-Time Director of the Company for a period not exceeding three years effective from March 01, 2026**

The Members of the Company at the Extra-Ordinary General Meeting held on March 15, 2021 approved the appointment of Dr. Vikram Jit Singh Chhatwal, as Chairman and Whole-Time Director of the Company for a period of five years with effect from March 01, 2021 to February 28, 2026.

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) at its meeting held on May 15, 2025, approved the re-appointment of Dr. Vikram Jit Singh Chhatwal, as Chairman and Whole-Time Director of the Company, not liable to retire by rotation, for a further period of five years with effect from March 01, 2026 to February 28, 2031. Additionally, NRC and the Board in their meeting held on December 29, 2025, approved the remuneration payable to Dr. Chhatwal for a period of three years effective March 01, 2026, both subject to approval of the Members of the Company.

### **Professional Journey and Accomplishments of Dr. Vikram Jit Singh Chhatwal**

Dr. Chhatwal, a Promoter of the Company, has been associated with the Company’s growth journey since inception and has played a central role in its evolution from a focused third party administrator to a technology enabled healthcare benefits administration platform with a growing international footprint.

He is a healthcare visionary whose career reflects a rare convergence of clinical excellence, research acumen, and global management insight. With a Bachelor’s degree in Medicine and Surgery from Jawaharlal Nehru Medical College, a Degree of Doctor of Philosophy from the National University of Singapore, a Master’s Degree in business administration in International Management from École Nationale des Ponts et Chaussées, Paris and a Post-Graduate diploma in Public Health Administration from the Institute of Healthcare Administration, Chennai, Dr. Chhatwal brings a uniquely global perspective to the Indian healthcare and health insurance ecosystem.

Before Medi Assist, Dr. Chhatwal held leadership positions across some of India’s most respected healthcare organizations including as CEO of Reliance Health and CEO of Apollo Health Street, part of the Apollo Hospitals Group. Across these roles, he helped drive transformative initiatives in healthcare delivery and administration.

Leveraging his extensive clinical experience and deep understanding of the healthcare domain, his early investments in technology - guided by a clear long-term vision and his focus on building a best-in-class management team have enabled the Company to scale rapidly and deliver differentiated value across the healthcare ecosystem.

A respected thought leader in the sector, Dr. Chhatwal continues to shape the future of health benefits administration through innovation, partnership and a deep commitment to member-centric care.

### **Medi Assist Healthcare Services Limited**

CIN - L74900MH2000PLC437885

**Registered Office :** AARPEE Chambers, SSRP Building, 7th Floor, Andheri Kurla Road, Marol Co-operative Industrial Estate Road Gamdevi, Marol, Andheri East, Marol Bazar, Mumbai - 400 059, Maharashtra  
Phone : +91-22-6259 6797

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**Corporate Office :** Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029, Karnataka  
Phone : +91-80-6919 0000

Email : ask@mediassist.in Website : www.mediassist.in

## **NRC & Board's consideration for re-appointment of Dr. Vikram Jit Singh Chhatwal**

The NRC and Board considered Dr. Chhatwal's overall performance, strategic leadership, and significant contributions during his tenure as Chairman and Whole-Time Director. They acknowledged his instrumental role in steering the Company through key phases of growth and transformation, and his effective oversight in driving operational excellence and long-term value creation.

Considering the above, NRC and the Board strongly believe that his continued association would be highly beneficial to the Company and would contribute positively to its future growth and stability.

As part of the evaluation, Dr. Chhatwal's profile was mapped with the Board core skill matrix and it was noted that Dr. Chhatwal's expertise in the areas of leadership, crafting business strategies and understanding of technology, customer, finance & accounting, regulatory landscape amongst others would be beneficial for Medi Assist.

Dr. Chhatwal satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this re-appointment.

### **Past and Proposed Remuneration Framework**

Over the past several years, Dr. Chhatwal's responsibilities have progressively shifted from day to day operational oversight towards a more strategic mandate, including:

- Long term growth (domestic and international).
- Building technology led capabilities and strategic partnerships across global markets.

In light of this evolution and with a view to reinforce his alignment with the management team and shareholders, Dr. Chhatwal has expressed a clear preference that his compensation be significantly and visibly linked to the Company's performance, profitability and long-term value creation.

Historically, Dr. Chhatwal's remuneration has comprised of a combination of fixed salary and performance-linked incentive. The structure has already moved in a measured manner towards higher performance orientation and voluntary restraint on fixed pay, including:

- For FY 2022–23: Fixed pay of Rs. 1.68 crores and performance-linked incentive of Rs. 91.25 lakhs.
- For FY 2023–24: Fixed pay of Rs. 1.80 crores; Dr. Chhatwal's voluntarily declined the performance-linked incentive, despite eligibility, to signal alignment with shareholder interests. His remuneration was revised effective October 2023.
- For FY 2024–25: Fixed pay of Rs. 1.85 crores and performance-linked incentive of Rs. 87.5 lakhs; he opted not to take any annual increment for the said year. His fixed pay continues to reflect the revised remuneration effective October 2023.

This remuneration trajectory evidences sustained restraint on fixed pay and a voluntary waiver of variable pay in instances, a clear and consistent emphasis on linking rewards to Company performance and shareholder value.

Based on Dr. Chhatwal's stated intent and the recommendation of the NRC, the Board has approved, a predominantly variable, "at-risk" remuneration model for a period of three years with effect from March 1, 2026, as under:

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|   |  |
|---|--|
| <b>Fixed Pay</b>                                  | Re. 1/- per annum  |
| <b>Performance Linked Incentive/ Variable Pay</b> | Up to Rs. 4 Crores per annum, fully contingent on achievement of pre-approved performance metrics. These shall, inter alia, include (i) Revenue growth; (ii) EBITDA; and (iii) Strategic growth milestones, including international expansion and digital capability enhancement.<br><br>The detailed performance matrix, weightages and threshold levels will be reviewed and approved annually by the NRC and the Board. |
| <b>Other Benefits</b>                             | a) Insurance and other standard employee benefits as per Company Policy;<br>b) Reimbursement of expenses incurred for business-related matters.  |
| <b>Minimum Remuneration</b>                       | In terms of the applicable provisions of the Act read with Schedule V of the Act, where in any financial year during the tenure of Dr. Chhatwal, the Company has inadequate profit, the Company shall pay Dr. Chhatwal, remuneration detailed above as Minimum Remuneration.   |

Under this framework, the entire meaningful economic remuneration of Dr. Chhatwal will be variable in nature, directly linked to performance and strategic outcomes, thereby substantially aligning his interests with those of shareholders and the leadership team in the Company.

### Intent & Strategic Rationale

The proposed shift from a “fixed + variable” model to an almost entirely performance-linked, variable-only structure is intended to reinforce a performance-oriented culture, wherein rewards are closely tied to financial performance, global expansion and long-term value creation. This demonstrates Dr. Chhatwal’s personal commitment to sharing both upside and risk with shareholders and the management team alike by materially reducing fixed, guaranteed pay. Provide sharper incentives for unlocking newer growth opportunities in India and international markets, including newer products, capabilities and partnerships.

Dr. Chhatwal’s expanded role focusing on strategic growth, international business development, technology-driven initiatives and ecosystem partnerships is expected to create newer avenues for scaling the Company’s platform and accelerating its long-term growth trajectory.

The proposed structure, therefore, is not merely a change in pay mechanics but a deliberate governance choice to align leadership economics with long-term performance, prudent risk-taking and sustainable shareholder value creation.

### Shareholding in the Company and other pecuniary relationships

As on date of this Notice, Dr. Chhatwal does not hold any shares in the Company. Through an entity forming part of the Promoter Group, he holds ~ 4.54% of the paid-up share capital of the Company.

Other than the above shareholding and the remuneration and benefits detailed in this explanatory statement, Dr. Chhatwal does not have any other pecuniary relationship with the Company that may conflict with the discharge of his responsibilities.

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**Company has received all statutory disclosures/ declarations from Dr. Chhatwal, including:**

- a) Consent in writing to act as Chairman and Whole-Time Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors Rules), 2014 ('Appointment Rules').
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164(2) of the Act.
- c) Declaration that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In terms of Section 160 of the Act, Company has received a notice in writing from a Member proposing the candidature of Dr. Chhatwal to be re-appointed as Chairman and Whole-time Director of the Company.

Information required under the Act, Regulation 36 of the SEBI LODR and Secretarial Standards on General Meetings is annexed as an Annexure-A.

Statement as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution is annexed as an Annexure-B.

Copy of Memorandum of terms of appointment setting out the terms and conditions is available for inspection by the Members through electronic mode. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

Except Dr. Chhatwal and his relatives and entities who are part of the Promoter Group held by him, none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

*The Board recommends passing of the resolution as set out in Item No. 2 of the Notice as an Ordinary Resolution and Item No. 3 of the Notice as Special Resolution and requests Members' approval for the same.*

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**Item No. 4: Approval of re-appointment of Mr. Satish V N Gidugu (DIN: 06643677) as the Whole-Time Director and Chief Executive Officer of the Company for a further period of five years with effect from March 01, 2026 to February 28, 2031 (both days inclusive)**

**AND**

**Item No. 5: Approval of remuneration payable to Mr. Satish V N Gidugu (DIN: 06643677), Whole-Time Director and Chief Executive Officer of the Company for a period not exceeding three years effective from March 01, 2026**

The Members of the Company at the Extra-Ordinary General Meeting held on March 15, 2021 had approved the appointment of Mr. Satish V N Gidugu, as Whole-Time Director and Chief Executive Officer of the Company for a period of five years with effect from March 01, 2021 to February 28, 2026.

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) at its meeting held on May 15, 2025, approved the re-appointment of Mr. Satish V N Gidugu, as Whole-Time Director and Chief Executive Officer of the Company, liable to retire by rotation, for a further period of five years with effect from March 01, 2026 to February 28, 2031. Additionally, NRC and the Board in their meeting held on December 29, 2025, approved the remuneration payable to Mr. Gidugu for a period of three years effective March 01, 2026, both subject to approval of the Members of the Company.

#### **Professional Journey and Accomplishments of Mr. Satish V N Gidugu**

Mr. Gidugu is an alumnus of IIT Madras and has over 27 years of industry experience. After spending 15 years in multiple technology companies and startups, he joined Medi Assist in 2013 as Chief Technology Officer, laying the foundation for the technology-led growth of the Company. He later took on the role of Chief Operating Officer overseeing both technology and business operations. Mr. Gidugu was appointed as the CEO of the TPA Business in 2018 and as the CEO of the Company in 2021.

Under the leadership of Mr. Gidugu, Medi Assist has navigated a transformative phase marked by resilience, innovation, and accelerated growth. His strategic direction has led to significantly strengthening Medi Assist’s scale and market leadership. Under his guidance, the company has consistently delivered a high percentage of client retention year on year, reflecting deep trust across the ecosystem. Medi Assist’s technology offerings, including the MATrix platform, MAven digital platform, MAven Guard, an AI powered fraud, waste and abuse prevention platform, and Raksha Prime, an AI powered capability enabling zero wait patient discharge, have become industry leading solutions. His strategic vision also steered Medi Assist’s global expansion through the acquisition of Mayfair, extending the company’s footprint across 185 plus countries with strengthened technology and network capabilities.

Under his leadership, Medi Assist has successfully navigated a phase of aggressive organic and inorganic growth. The TPA business has successfully completed and integrated various acquisitions and solidified its leadership in the health benefits administration space.

In 2024, Medi Assist successfully went public under his leadership with a 16.25x oversubscribed IPO, backed by marquee investors delivering exceptional shareholder value.

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Under Mr. Gidugu's leadership, the Company has achieved remarkable growth across its key business metrics:

- Premiums managed by the India TPA business grew from Rs. 7,918 Crores in FY2021 to Rs. 21,108 Crores in FY2025 (~27.78% CAGR)
- Share in Indian health insurance market expanded from 14.7% in FY2021 to 19.5% in FY2025
- Consolidated revenue of the Company doubled from Rs. 322.7 Crores in FY2021 to Rs. 723.3 Crores in FY2025

Mr. Gidugu continues to lead Medi Assist with a bold vision to build a globally benchmarked health benefits platform powered by trust, transparency and technology.

### **NRC & Board's consideration for re-appointment of Mr. Satish V N Gidugu**

The NRC and Board took into consideration Mr. Gidugu's consistent and impactful leadership during his tenure. His tenure has been defined by clear strategic thinking, a strong focus on operational excellence and an unwavering commitment to high standards of corporate governance. His emphasis on embracing technology and fostering organizational agility has played an important role in strengthening the Company's performance and market position. Mr. Gidugu has been a member of the Insurance Advisory Committee that advises the IRDAI on policy and regulatory matters.

Under his leadership, the Company has achieved steady growth and created sustained value for stakeholders. In view of his experience, industry insight and commitment to the Company, the NRC and the Board firmly believes that Mr. Gidugu's continued leadership will be in the best interests of the Company and its shareholders.

As part of the evaluation, Mr. Gidugu's profile was mapped with the Board core skill matrix and it was noted that Mr. Gidugu's expertise in the areas of leadership, crafting business strategies and understanding of technology, customer, finance & accounting, regulatory landscape amongst others would be beneficial for Medi Assist.

Mr. Gidugu satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this re-appointment.

### **Past and Proposed Remuneration Framework**

The NRC and Board recognize Mr. Gidugu's pivotal leadership as Whole-Time Director & CEO, steering Medi Assist through operational excellence, strategic transformation, and sustained growth in a dynamic healthcare and insurance ecosystem. Consistent with the Company's performance-oriented philosophy, mirroring the structure approved for Dr. Vikram Jit Singh Chhatwal, the proposed remuneration emphasizes long-term alignment with shareholder value, where performance linkage transcends short-term fixed vs. variable adjustments to foster enduring business outcomes.

Mr. Gidugu's compensation history reflects progressive performance orientation, voluntary restraint, and commitment to shareholder interests.

- For FY 2022-23: Fixed pay of Rs. 97.50 lakhs and performance-linked incentive of Rs. 63.75 lakhs.

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- For FY 2023–24: Fixed pay of Rs. 1.27 crores; Mr. Gidugu voluntarily declined the performance-linked incentive, despite eligibility. His compensation was revised effective October 2023.
- For FY 2024–25: Fixed pay of Rs. 1.35 crores and performance-linked incentive of Rs. 52.5 lakhs; he opted not to take any annual increment for the said year. His fixed pay continues to reflect the revised compensation effective October 2023.

This trajectory underscores measured fixed pay growth, waived incentives during transitional periods, and a clear pivot toward rewards tied to Company performance.

The NRC and Board have gone through various important surveys to benchmark remuneration on the basis of industry, size and effective governance in reviewing Mr. Gidugu’s remuneration.

Keeping in consideration the aforementioned factors, the NRC and Board at their meeting held on December 29, 2025 have proposed the following remuneration for a period of three years with effect from March 1, 2026:

|   |  |
|---|--|
| <b>Fixed Pay</b>                                  | Rs. 2.25 Crores per annum<br>(inclusive of all allowances except benefits detailed below)  |
| <b>Performance Linked Incentive/ Variable Pay</b> | Up to Rs. 75 Lakhs per annum<br><br>Payment criteria:<br><br>The variable pay component for the leadership team at Medi Assist is in line with the Company’s pay-for-performance philosophy.<br><br>The payment of variable pay is subject to the achievement matrix of Revenue, EBIDTA, EBIDTA % and Medi Assist growth in market share of the private insurers in the Indian market and as recommended by NRC and approved by Board.   |
| <b>Other Benefits</b>                             | a) Insurance and other standard employee benefits as per Company Policy;<br>b) Reimbursement of expenses incurred for business-related matters.  |
| <b>Employee Stock Options</b>                     | Mr. Gidugu holds 1,29,640 stock options at grant price of Rs. 256/- per option and 55,004 stock options at grant price of Rs. 273/- per option - which shall vest in accordance with ESOP Plan of the Company with a vesting schedule over 4 years from the date of grant.<br><br>The vesting is subject to achievement of financial and organizational goals each year.<br><br>He will be eligible for perquisite value arising out of these stock options, whenever exercised, in addition to the remuneration recommended by the NRC and Board. |

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|  |  |
|--|--|
| <b>Long Term Incentives</b>                    | <p>200,000 stock options were granted to Mr. Gidugu as a long-term incentive at a grant price of Rs. 519/- per option. The vesting of this grant is completely linked to the Company achieving a certain consolidated EBITDA within 4 years from the date of grant. The NRC and Board have the right to extend the period for additional 1 year if the Company is nearing its targets.</p> <p>He will be eligible for perquisite value arising out of these stock options, whenever exercised, in addition to the remuneration recommended by the NRC and Board.</p> |
| <b>Annual Increments in Fixed Remuneration</b> | <p>Mr. Gidugu shall be entitled for an annual increment on then existing Fixed Pay for 3 years effective March 1, 2026, which shall be in line with the average pay hike of Medi Assist's employees based on inflation and other factors for the respective financial year as recommended by the NRC and approved by the Board.</p>  |
| <b>Minimum Remuneration</b>                    | <p>In terms of the applicable provisions of the Act read with Schedule V of the Act, where in any financial year during the tenure of Mr. Gidugu, the Company has no profit or its profit is inadequate, Company shall pay Mr. Gidugu, remuneration detailed above as Minimum Remuneration.</p>  |

### Strategic Intent and Performance Philosophy

For Mr. Gidugu's performance linkage is not confined to tactical fixed v/s variable splits but embodies a holistic framework integrating short-term operational metrics with long-term value creation. This structure as approved by NRC and Board on December 29, 2025 reinforces Medi Assist's meritocratic culture by:

- Tethering substantial rewards (variable pay + ESOP/ LTI vesting) to measurable progress in profitability, market leadership, and strategic execution.
- Signaling alignment with shareholders through equity ownership, stretch goals, and deferred vesting, mirroring Dr. Chhatwal's variable-heavy model but calibrated to CEO-scale responsibilities.

### Shareholding in the Company and other pecuniary relationships

As at date of this Notice, Mr. Gidugu holds 2,20,056 equity shares of the Company, (constituting ~0.30% of the paid-up capital of the Company) acquired upon exercise of stock options.

Other than the above shareholding and the remuneration and benefits detailed in this explanatory statement, Mr. Gidugu does not have any other pecuniary relationship with the Company that may conflict with the discharge of his responsibilities.

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**Company has received all statutory disclosures/ declarations from Mr. Gidugu, including:**

- a) Consent in writing to act as Whole-Time Director and CEO in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors Rules), 2014 ('Appointment Rules').
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164(2) of the Act.
- c) Declaration that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In terms of Section 160 of the Act, Company has received a notice in writing from a Member proposing the candidature of Mr. Gidugu to be re-appointed as Whole-Time Director and Chief Executive Officer of the Company.

Information required under the Act, Regulation 36 of the SEBI LODR and Secretarial Standards on General Meetings is annexed as an Annexure-A.

Statement as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution is annexed as an Annexure-B.

Copy of Memorandum of terms of appointment setting out the terms and conditions is available for inspection through electronic mode. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

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

*The Board recommends passing of the resolution as set out in Item No. 4 of the Notice as an Ordinary Resolution and Item No. 5 of the Notice as Special Resolution and requests Members' approval for the same.*

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

**Rashmi B V  
Company Secretary & Compliance Officer  
ICSI Membership No: A38729**

**Date: December 29, 2025  
Place: Bengaluru**

**Medi Assist Healthcare Services Limited**

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ANNEXURE A

**Additional information on director(s) recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure) Requirements 2015 and Secretarial Standards 2**

| <b>Name of the Director</b>                                    | <b>Dr. Ritu Niraj Anand</b>   | <b>Dr. Vikram Jit Singh Chhatwal</b>  | <b>Mr. Satish V N Gidugu</b>  |
|--|---|---|---|
| Relevant Item No. of the Notice                                | 1   | 2 and 3   | 4 and 5   |
| DIN  | 00363699  | 01606329  | 06643677  |
| Designation / Category of Directorship                         | Independent Director  | Chairman and Whole-Time Director  | Whole-Time Director and Chief Executive Officer Director  |
| Date of Birth (age)  | October 31, 1957<br>(68 years)  | June 11, 1969<br>(56 years)   | August 30, 1977<br>(48 years)   |
| Qualifications   | Degree of Doctor of Psychology from the University of Mumbai  | Bachelors' Degree in Medicine and Surgery from Jawaharlal Nehru Medical College, Belgaum, Degree of Doctor of Philosophy from the National University of Singapore, Masters' Degree in Business Administration in International Management from Ecole Nationale des Ponts et Chaussées, Paris and a Post-Graduate Diploma in Public Health Administration from the Institute of Health Care Administration, Chennai   | Bachelors' degree in technology from the Indian Institute of Technology, Madras   |
| Profile, Experience and Expertise in specific functional areas | <p>Dr. Ritu Niraj Anand is an Independent Director of Medi Assist. She was the senior vice president at Tata Consultancy Services and was involved with Tata Consultancy Services for over three decades.</p> <p>For more information, refer item no. 1 read with the explanatory statement of this notice.</p> | <p>Dr. Vikram Jit Singh Chhatwal is the Chairman and Whole Time Director of Medi Assist. He was previously associated with Apollo Health Street, Indraprastha Apollo Hospitals, Reliance Capital Limited, Advent India PE Advisors Private Limited and was a member of the NUS President's Advancement Advisory Council. He joined Medi Assist in 2007 as an additional director.</p> <p>For more information, refer item no. 2 and 3 read with the explanatory statement of this notice.</p> | <p>Mr. Satish V. N. Gidugu is the Whole Time Director and Chief Executive Officer of the Company.</p> <p>After spending 15 years in multiple technology companies and startups, he joined Medi Assist in 2013 as Chief Technology Officer, laying the foundation for scalable and compliant technology infrastructure. He later took on the role of Chief Operating Officer, driving process innovations that elevated operational efficiency and service delivery.</p> |



|  |   |   |   |
|--|---|---|---|
|  |   |   | <p>Mr. Gidugu has led Medi Assist through a transformative phase marked by resilience, innovation, and accelerated growth. The technology offerings of Medi Assist such as MAtrix platform, MAven digital platform and AI-powered fraud, waste and abuse prevention, AI-powered Raksha Prime that enables zero-wait discharge of patients have become industry-leading offerings. His strategic vision also steered Medi Assist's global expansion through the acquisition of Mayfair, extending the company's footprint across 185+ countries with strengthened tech and network capabilities.</p> <p>Under his leadership, Medi Assist has successfully navigated a phase of aggressive inorganic growth, completing and integrating various acquisitions and solidifying its leadership in the health benefits space.</p> <p>In 2024, Medi Assist successfully went public under Mr. Gidugu's leadership with a 16.25x oversubscribed IPO, backed by marquee investors delivering exceptional shareholder value.</p> <p>For more information, refer item no. 4 and 5 read with the explanatory statement of this notice.</p> |
| Date of First Appointment on Board   | March 15, 2021  | March 30, 2007  | April 1, 2020   |
| Terms and conditions of appointment/ Re-appointment  | Refer Item no. 1 read with the explanatory statement of this Notice | Refer Item no. 2 and 3 read with the explanatory statement of this Notice | Refer Item no. 4 and 5 read with the explanatory statement of this Notice   |
| Inter-se relationship with other Directors, Manager and other Key Personnel of the Company | None  | None  | None  |



| Name of the Director   | Dr. Ritu Niraj Anand  |             |  | Dr. Vikram Jit Singh Chhatwal   | Mr. Satish V N Gidugu   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|--|---|-------------|--|---|---|-------------|-----------------|--------|---|-------------------------------------|-------------|-----------------|--------|----------------|-------------|------------------------|-------------------------------------|-------------|-----------------|--------|-------------------------------------|--------|-------------------------------------|-----------------|--------|-------------------------------------|-------------|--------------------------------------|-------------------------------------|-------------|-----------------|--------|--------------------------------------|-------------------------------------|-------------|-----------------|--------|---|-----|
| Name of listed entities from which the person has resigned in the past three years | None  |             |  | None  | None  |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
| Directorships held in other companies (excluding foreign Companies)                | <ul style="list-style-type: none"> <li>▪ Godrej Agrovet Limited</li> <li>▪ DSP Pension Fund Managers Private Limited</li> <li>▪ Community Business (India) Private Limited</li> <li>▪ Welspun Living Limited</li> <li>▪ Welspun Transformation Services Limited</li> <li>▪ Ghodawat Enterprises Private Limited</li> <li>▪ Hero Future Energies Private Limited</li> </ul>  |             |  | <ul style="list-style-type: none"> <li>▪ Medimatter Health Management Private Limited</li> <li>▪ VSMM Consultants Private Limited</li> <li>▪ Medi Assist Insurance TPA Private Limited</li> </ul> | <ul style="list-style-type: none"> <li>▪ Medi Assist Insurance TPA Private Limited</li> </ul> |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
| Committee positions held in other Companies  | <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td data-bbox="388 651 598 753" rowspan="2">Godrej Agrovet Limited</td> <td data-bbox="602 651 833 706">Nomination &amp; Remuneration Committee</td> <td data-bbox="837 651 980 706">Chairperson</td> </tr> <tr> <td data-bbox="602 709 833 753">Audit Committee</td> <td data-bbox="837 709 980 753">Member</td> </tr> <tr> <td data-bbox="388 756 598 891" rowspan="3">DSP Pension Fund Managers Private Limited</td> <td data-bbox="602 756 833 812">Nomination &amp; Remuneration Committee</td> <td data-bbox="837 756 980 812">Chairperson</td> </tr> <tr> <td data-bbox="602 815 833 859">Audit Committee</td> <td data-bbox="837 815 980 859">Member</td> </tr> <tr> <td data-bbox="602 862 833 891">Risk Committee</td> <td data-bbox="837 862 980 891">Chairperson</td> </tr> <tr> <td data-bbox="388 894 598 1057" rowspan="3">Welspun Living Limited</td> <td data-bbox="602 894 833 950">Nomination &amp; Remuneration Committee</td> <td data-bbox="837 894 980 950">Chairperson</td> </tr> <tr> <td data-bbox="602 953 833 997">Audit Committee</td> <td data-bbox="837 953 980 997">Member</td> </tr> <tr> <td data-bbox="602 1000 833 1057">Stakeholders Relationship Committee</td> <td data-bbox="837 1000 980 1057">Member</td> </tr> <tr> <td data-bbox="388 1060 598 1162" rowspan="2">Welspun Transformation Services Ltd</td> <td data-bbox="602 1060 833 1104">Audit Committee</td> <td data-bbox="837 1060 980 1104">Member</td> </tr> <tr> <td data-bbox="602 1107 833 1162">Nomination &amp; Remuneration Committee</td> <td data-bbox="837 1107 980 1162">Chairperson</td> </tr> <tr> <td data-bbox="388 1166 598 1252" rowspan="2">Ghodawat Enterprises Private Limited</td> <td data-bbox="602 1166 833 1221">Nomination &amp; Remuneration Committee</td> <td data-bbox="837 1166 980 1221">Chairperson</td> </tr> <tr> <td data-bbox="602 1224 833 1252">Audit Committee</td> <td data-bbox="837 1224 980 1252">Member</td> </tr> <tr> <td data-bbox="388 1255 598 1357" rowspan="2">Hero Future Energies Private Limited</td> <td data-bbox="602 1255 833 1310">Nomination &amp; Remuneration Committee</td> <td data-bbox="837 1255 980 1310">Chairperson</td> </tr> <tr> <td data-bbox="602 1313 833 1357">Audit Committee</td> <td data-bbox="837 1313 980 1357">Member</td> </tr> </tbody> </table> |             |  | Godrej Agrovet Limited  | Nomination & Remuneration Committee   | Chairperson | Audit Committee | Member | DSP Pension Fund Managers Private Limited | Nomination & Remuneration Committee | Chairperson | Audit Committee | Member | Risk Committee | Chairperson | Welspun Living Limited | Nomination & Remuneration Committee | Chairperson | Audit Committee | Member | Stakeholders Relationship Committee | Member | Welspun Transformation Services Ltd | Audit Committee | Member | Nomination & Remuneration Committee | Chairperson | Ghodawat Enterprises Private Limited | Nomination & Remuneration Committee | Chairperson | Audit Committee | Member | Hero Future Energies Private Limited | Nomination & Remuneration Committee | Chairperson | Audit Committee | Member | Member of Corporate Social Responsibility Committee - Medi Assist Insurance TPA Private Limited | NIL |
| Godrej Agrovet Limited   | Nomination & Remuneration Committee   | Chairperson |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Audit Committee   | Member      |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
| DSP Pension Fund Managers Private Limited  | Nomination & Remuneration Committee   | Chairperson |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Audit Committee   | Member      |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Risk Committee  | Chairperson |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
| Welspun Living Limited   | Nomination & Remuneration Committee   | Chairperson |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Audit Committee   | Member      |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Stakeholders Relationship Committee   | Member      |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
| Welspun Transformation Services Ltd  | Audit Committee   | Member      |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Nomination & Remuneration Committee   | Chairperson |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
| Ghodawat Enterprises Private Limited   | Nomination & Remuneration Committee   | Chairperson |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Audit Committee   | Member      |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
| Hero Future Energies Private Limited   | Nomination & Remuneration Committee   | Chairperson |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |
|  | Audit Committee   | Member      |  |   |   |             |                 |        |   |                                     |             |                 |        |                |             |                        |                                     |             |                 |        |                                     |        |                                     |                 |        |                                     |             |                                      |                                     |             |                 |        |                                      |                                     |             |                 |        |   |     |



| <b>Name of the Director</b>  | <b>Dr. Ritu Niraj Anand</b>  | <b>Dr. Vikram Jit Singh Chhatwal</b>                                      | <b>Mr. Satish V N Gidugu</b>  |
|--|--|---|---|
| Details of remuneration last drawn (FY 2024-25)  | INR 8 Lakhs<br>(Exclusive of sitting fees paid)  | Refer Item no. 2 and 3 read with the explanatory statement of this Notice | Refer Item no. 4 and 5 read with the explanatory statement of this Notice   |
| Details of remuneration sought to be paid  | She shall be eligible for sitting fees for attending Board and Committee meetings and commission as percentage of profit, as may be approved by the Board and Members of the Company, from time to time. | Refer Item no. 2 and 3 read with the explanatory statement of this Notice | Refer Item no. 4 and 5 read with the explanatory statement of this Notice   |
| No. of meetings of the Board attended during the year i.e., FY 2025-26 (upto date of this notice)                | 6 (Six)  | 6 (Six)   | 6 (Six)   |
| Shareholding in the Company<br>No. of shares held:<br>a) For own:<br>b) For other persons on a beneficial basis. | Nil  | Nil   | As at date of this notice, Mr. Gidugu holds 2,20,056 equity shares of the Company acquired pursuant to exercise of stock options. |

**INFORMATION PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013**
**I. General Information about the Company**

| <b>Nature of Industry</b>  | Healthcare Services Sector (a technology-led Company that plays a crucial role in the Health Insurance ecosystem).  |             |              |          |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
|--|---|-------------|--------------|----------|------------|--|---------|---------|---------|---------|---------------|----------|----------|----------|----------|--|----------|----------|--------|--------|---------------------------|----------|--------|--------|--------|--------------|--------|--------|--------|-------|--------------------------|--------|--------|--------|--------|---|--------|--------|--------|--------|
| <b>Date or Expected Date of Commencement of Commercial Production</b>  | The Company was incorporated on June 07, 2000. Since then, the Company commenced its business.  |             |              |          |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| <b>In case of New Companies, Expected Date of Commencement of Activities as per project approved by Financial Institutions appearing in the Prospectus</b> | Not Applicable  |             |              |          |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| <b>Financial Performance Based on given indicators</b>   | <p style="text-align: right;"><b>(All amounts are in INR Millions)</b></p> <table border="1" data-bbox="654 947 1393 1325"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Consolidated</th> <th colspan="2">Standalone</th> </tr> <tr> <th>2024-25</th> <th>2023-24</th> <th>2024-25</th> <th>2023-24</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>7,470.78</td> <td>6,530.48</td> <td>1,582.52</td> <td>1,305.92</td> </tr> <tr> <td>Profit before exceptional item and tax</td> <td>1,117.87</td> <td>1,053.87</td> <td>445.54</td> <td>482.52</td> </tr> <tr> <td>Profit/ (Loss) before tax</td> <td>1,117.87</td> <td>843.87</td> <td>445.54</td> <td>272.52</td> </tr> <tr> <td>Tax expenses</td> <td>201.86</td> <td>130.92</td> <td>113.46</td> <td>60.52</td> </tr> <tr> <td>Profit/ (Loss) after tax</td> <td>916.01</td> <td>712.95</td> <td>332.08</td> <td>212.00</td> </tr> <tr> <td>Total comprehensive Income/ (Loss) for the year</td> <td>892.84</td> <td>915.80</td> <td>325.11</td> <td>207.50</td> </tr> </tbody> </table> | Particulars | Consolidated |          | Standalone |  | 2024-25 | 2023-24 | 2024-25 | 2023-24 | Total Revenue | 7,470.78 | 6,530.48 | 1,582.52 | 1,305.92 | Profit before exceptional item and tax | 1,117.87 | 1,053.87 | 445.54 | 482.52 | Profit/ (Loss) before tax | 1,117.87 | 843.87 | 445.54 | 272.52 | Tax expenses | 201.86 | 130.92 | 113.46 | 60.52 | Profit/ (Loss) after tax | 916.01 | 712.95 | 332.08 | 212.00 | Total comprehensive Income/ (Loss) for the year | 892.84 | 915.80 | 325.11 | 207.50 |
| Particulars  | Consolidated  |             | Standalone   |          |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
|  | 2024-25   | 2023-24     | 2024-25      | 2023-24  |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| Total Revenue  | 7,470.78  | 6,530.48    | 1,582.52     | 1,305.92 |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| Profit before exceptional item and tax   | 1,117.87  | 1,053.87    | 445.54       | 482.52   |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| Profit/ (Loss) before tax  | 1,117.87  | 843.87      | 445.54       | 272.52   |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| Tax expenses   | 201.86  | 130.92      | 113.46       | 60.52    |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| Profit/ (Loss) after tax   | 916.01  | 712.95      | 332.08       | 212.00   |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| Total comprehensive Income/ (Loss) for the year  | 892.84  | 915.80      | 325.11       | 207.50   |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |
| <b>Foreign investments or collaborations, if any</b>   | As at date of this notice, foreign holding in the Company is 29.29%<br><br>The Company has not entered into any foreign collaborations.   |             |              |          |            |  |         |         |         |         |               |          |          |          |          |  |          |          |        |        |                           |          |        |        |        |              |        |        |        |       |                          |        |        |        |        |   |        |        |        |        |

**II. Information about the appointee(s):**

| <b>Particulars</b>   | <b>Dr. Vikram Jit Singh Chhatwal</b>  | <b>Mr. Satish V N Gidugu</b>   |
|--|---|--|
| <b>Background details, Job profile and his suitability, recognition or awards</b>  | Refer Item no. 2 and 3 read with the explanatory statement of this Notice   | Refer Item no. 4 and 5 read with the explanatory statement of this Notice  |
| <b>Past remuneration</b>   |   |  |
| <b>Remuneration proposed</b>   |   |  |
| <b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>                      | Considering Dr. Chhatwal's experience, the nature of the role, and the leadership capabilities required to address the Company's business environment, the proposed remuneration structure is performance-linked and is aligned with company's growth | Given the vast experience and expertise of Mr. Gidugu and considering the responsibility shouldered by him of the enhanced business activities of the Company, the remuneration is proportionate with industry standards and Board level positions held in similar sized businesses. |
| <b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any</b> | Dr. Chhatwal is one of the Promoter of the Company  | None   |



**III. Other Information**

|   |  |
|---|--|
| <b>Reasons of loss or inadequate profits (with reference to Section 197 of the Act, read with Schedule V, for the determination of overall managerial remuneration)</b> | <p>At the consolidated level, the group has generated sufficient profits; however, remuneration to managerial personnel is governed by the provisions of the Companies Act at the standalone company level, requiring compliance with Section 197 read with Schedule V for approval of remuneration in view of inadequate standalone profits.</p> <p>While the financial performance of the Company is showing significant uptick, the assumption of inadequacy of profits is taken as a matter of abundant caution.</p> |
| <b>Steps taken or proposed to be taken for improvement</b>  | <p>The Company has undertaken and continues to implement multiple initiatives to strengthen its standalone performance, including comprehensive cost-optimization and expansion of revenue streams through enhancement of the existing portfolio, penetration into new markets, new revenue streams, operational restructuring and digital transformation initiatives aimed at significantly enhancing overall productivity.</p>   |
| <b>Expected increase in productivity and profits in measurable terms</b>  | <p>Based on the measures currently underway, the Company anticipates the positive outcomes over the next 12–24 months on a standalone basis.</p>   |

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

**Date: December 29, 2025  
Place: Bengaluru**

**Rashmi B V  
Company Secretary & Compliance Officer  
ICSI Membership No: A38729**

**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 in respect of the proposed Resolutions is annexed hereto and forms part of this Postal Ballot Notice.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 03/2025 dated September 22, 2025 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), has allowed the Companies to transact items through Postal Ballot (electronic mode only).
3. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking re-appointment as directors is furnished as Annexure - A to this Postal Ballot Notice.
4. 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, January 16, 2026 ("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).
5. 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.
6. 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 LODR 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent ('MUFG' / '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.
7. A copy of this Postal Ballot Notice shall also be available on the Company's website at [www.mediassist.in](http://www.mediassist.in), on the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com).
8. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper with nationwide circulation and at least 1 (one) Marathi newspaper with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at [www.mediassist.in](http://www.mediassist.in).

9. 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.
10. A member cannot exercise his/ her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to [pramod@bmpandco.com](mailto:pramod@bmpandco.com) and / or [biswajit@bmpandco.com](mailto:biswajit@bmpandco.com) with a copy marked to [investor.relations@mediassist.in](mailto:investor.relations@mediassist.in)
11. Resolution, 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., **Tuesday, February 24, 2026**.
12. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on [investor.relations@mediassist.in](mailto:investor.relations@mediassist.in)
13. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the Members.
14. In case of any queries, you may contact Ms. Rashmi B.V, Company Secretary & Compliance Officer at [investor.relations@mediassist.in](mailto:investor.relations@mediassist.in).
15. **KYC Updation:** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address, as soon as possible. Further, in case of demise of a Member, their legal heirs are requested to notify the Company, at their earliest convenience.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (“DPs”).

Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

Non-Resident Indian Members are requested to inform RTA/ respective Depository participants, immediately of any:

- a) Change in their residential status on return to India for permanent settlement; and
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.

All the shares of the Company are held in electronic form and hence members who have not updated their PAN and KYC are requested to submit the details to their DPs.

## 16. 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 SEBI LODR Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting

facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent (“MUFG” / “RTA”) to provide remote e-voting facility to its Members.

- II. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
- III. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
- IV. The remote e-voting period commences on **Monday, January 26, 2026 from 9.00 a.m. (IST) and ends on Tuesday, February 24, 2026 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.
- V. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- VI. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser’s Report and submit the same to the Chairman or the person authorized by the Chairman of the Company. The results declared along with the Scrutiniser’s Report shall be placed on the website of the Company at the link [www.mediassist.in](http://www.mediassist.in) and on the website of RTA at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com). The results shall be communicated to the Stock Exchanges simultaneously.

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

**(i) E-Voting procedure for Individual Shareholders holding securities in Demat:**

- (a) Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:

| NSDL  | CDSL  |
|---|---|
| <p><b>1. Shareholders who have registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on “Beneficial Owner” icon under “IDeAS Login Section”.</li> <li>b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.</li> <li>c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.</li> <li>d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you</li> </ol> | <p><b>1. Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:</b></p> <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>. and click on New System Myeasi Tab</li> <li>b) Enter existing username, Password &amp; click on “Login”.</li> <li>c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link</li> </ol> |

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| <p>will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p><b>2. Shareholders who have not registered for NSDL IDeAS facility:</b></p> <p>a) To register, visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code &amp; click on “Submit”.</p> <p>c) Enter the last 4 digits of your bank account / generate ‘OTP’</p> <p>d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).</p> <p><b>3. Individual Shareholders directly visiting the e-voting website of NSDL</b></p> <p>a) Visit URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a></p> <p>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p><b>4. NSDL OTP based login</b></p> <p>a) Visit URL: <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a></p> <p>b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</p> <p>c) Enter the OTP received on your registered email ID/ mobile number and click on login.</p> <p>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be</p> | <p>displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p><b>2. Shareholders who have not registered for CDSL Easi/ Easiest facility:</b></p> <p>a) To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/</a> <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.</a></p> <p>b) Proceed with updating the required fields.</p> <p>c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c)</p> <p><b>3. Individual Shareholders directly visiting the e-voting website of CDSL</b></p> <p>a) Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></p> <p>b) Go to e-voting tab.</p> <p>c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> |
|--|---|

redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code given below for seamless voting experience.



## (ii) 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## (iii) Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

#### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### **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 NSDL form, shall provide 'D' above*

*\*\*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

**(iv) Shareholders who have registered for INSTAVOTE facility:**

a) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

b) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).
- E. 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.

**(v) Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)****STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ 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). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

## STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

## STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- 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). After selecting the desired option *i.e.* Favour / Against, click on ‘Submit’.
- f) 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.

**OR**

### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.



- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) 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:

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **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   |
|---|--|
| <b>Individual Shareholders holding securities in demat mode with NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000                                      |
| <b>Individual Shareholders holding securities in demat mode with CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

### Forgot Password:

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:**

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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 and have forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

Members facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**Contact Details:**

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| <b>Company</b>   | <p><b>Registered Office:</b><br/>AARPEE Chambers, SSRP Building, 7th Floor, Andheri Kurla Road, Marol Co-operative Industrial Estate Road, Gamdevi, Marol, Andheri East, Marol Bazar, Mumbai - 400 059; Tel: +91-22-6259 6797</p> <p><b>Corporate Office:</b><br/>Tower D, 4th Floor, IBC Knowledge Park, 4/1 Bannerghatta Road, Bengaluru - 560 029; Tel: +91 - 80 - 6919 0000</p> <p>E-mail: <a href="mailto:investor.relations@mediassist.in">investor.relations@mediassist.in</a></p> |
| <b>Registrar and Transfer Agents (RTA) AND E-voting Agency</b> | <p><b>MUFG Intime India Private Limited (formerly known as ‘Link Intime India Private Limited’)</b><br/>C-101, 247 Park, LBS Marg Vikhroli (West), Mumbai 400 083<br/>Tel: + 91 810 811 6767<br/>E-mail: <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a> or <a href="mailto:instameet@in.mpms.mufg.com">instameet@in.mpms.mufg.com</a></p>   |

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