

Date: May 30, 2023

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

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

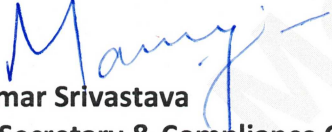
Dear Sir/Madam,

Subject: Submission of Annual Secretarial Compliance Report for F.Y. 2022-23

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report received from R&A Associates, Practicing Company Secretaries, Hyderabad, for the Financial Year ended on March 31, 2023.

This is for your information and records.

For Medplus Health Services Limited


**Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460**



Encl: a/a

**SECRETARIAL COMPLIANCE REPORT OF
 MEDPLUS HEALTH SERVICES LIMITED
 FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Medplus Health Services Limited** hereinafter referred as '**the listed entity or Company**', having its Registered Office situated at H. No: 11-6-56, Survey No: 257 & 258/1 Opp: IDPL Railway Siding Road, Moosapet, Kukatpally Hyderabad - 500037, Telangana, India. Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, R & A Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Medplus Health Services Limited** ("the listed entity or Company"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the period from April 01, 2022 to March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable ("SEBI LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable; - *Not Applicable to the Company during the review period.*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -*Not Applicable to the Company during the review period;*

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 to the extent applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *-Not Applicable to the Company during the review period;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; *- Not Applicable to the Company during the review period;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993; *- Not Applicable to the Company during the review period.*

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Submission of compliance report to stock exchanges duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent under SEBI LODR.	Regulation 7(3)	Certificate was not signed by the Compliance Officer of the Company	-	-	-	-	-	The management informed that the necessary actions will be taken henceforth.	-

2.	To obtain prior approval from the audit committee for all the related party transactions and subsequent modifications under SEBI LODR	Regulation 23(2)	The Company has not obtained prior approval of audit committee for the related party transactions for the months April, 2022 to June, 2022.	-	-	-	-	-	The related party transactions for April, 2022 to June, 2022 have been ratified in the subsequent audit committee meeting held on July 20, 2022 and thereafter the omnibus approval was obtained from the audit committee in the meeting held on August 10, 2022 for the FY 22-23.	-
3.	To submit to the stock exchanges disclosures of related party transactions every six months within fifteen (15) days from the date of publication of its standalone and consolidated financial results under SEBI LODR	Regulation 23(9)	The details were submitted to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with a delay of forty-two days for the quarter ended March, 2022	BSE and NSE	Fine	Delay in disclosure of related party transaction under Regulation 23 (9) of SEBI LODR	165000 by each stock exchange	-	The Company has paid the fine of Rs. 165000 on July 28, 2022 and the matter was closed.	-

4.	To submit the report received from the monitoring agency within forty-five days from the end of each quarter under SEBI LODR	Regulation 32(6)	The Certificate was submitted to the BSE and NSE with a delay of eleven (11) days for the quarter ended June 2022.	-	-	-	-	-	The management thereafter submitted all the reports within due time stipulated under the SEBI Regulations.	-
5.	The information by the Company shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated under SEBI LODR.	Regulation 47 (4)	The Company has published the information in the regional newspaper in English language.	-	-	-	-	-	The management has confirmed that going forward regional newspaper publications will be made in the regional language as per the requirements of law.	-

6.	Every issuer shall submit audit report on a quarterly basis to the concerned stock exchanges audited by a qualified Chartered Accountant or a practicing Company Secretary or a practicing Cost Accountant under SEBI (Depositories and Participants) Regulations, 2018	Regulation 76 (1)	The audit report was submitted to the NSE with delay of twenty-three (23) days for the quarter ended December, 2022.	-	-	-	-	-	The management clarified that due to technical issues of the NSE website as communicated to the NSE vide email dated January 24, 2023, there was delay in intimation. However, the same was filed within due time with the BSE.	-
7.	The BSE has sought clarification from the Company on December 30, 2022 with reference to movement in the Volume.	--	The Company has not replied to the clarification sought.	BSE	clarification	-	-	-	-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable since there were no observations made in previous reports.										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No resignation of Auditors took place during the period under review.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No resignation of Auditors took place during the period under review.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No resignation of Auditors took place during the period under review.

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	No	<p>a. Investments in the subsidiary company shall be approved by the Board in the meeting. However, the Board has approved the same through circular resolution, which is in non-compliance of provisions of para no. 6 of SS-1.</p> <p>b. In few instances the draft minutes of the board/committees were circulated to the Board/committee members, as the case may be, beyond the timelines i.e 15 days from the date of meeting as specified in para 7.4 of the SS-1.</p> <p>c. In a few instances the draft of the minutes of the board and committees were not circulated to the board or the committee members for their comments.</p>
2.	<p>Adoption and timely Updation of the Policies:</p> <p>i. All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.</p> <p>ii. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.</p>	Yes	No
3.	<p>Maintenance and disclosures on Website:</p> <p>i. The Listed entity is maintaining a functional website.</p> <p>ii. Timely dissemination of the documents/ information under a separate section on the website.</p> <p>iii. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.</p>	Yes	No

<p>4. Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	No
<p>5. Details related to Subsidiaries of listed entities:</p> <p>i. Identification of material subsidiary companies.</p> <p>ii. Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	No
<p>6. Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	No
<p>7. Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	Yes	No
<p>8. Related Party Transactions:</p> <p>i. The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>ii. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.</p>	No Yes	Please refer to Point I (a) of this Report. Please refer to Point I (a) of this Report.
<p>9. Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	No	Please refer Point No. I (a) of this Report.
<p>10. Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	No.
<p>11. Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under</p>	No	<p>Actions were taken against the Company. Please refer to Point No. I (a) of this Report.</p> <p>Actions were taken against the promoter of the Company. Please refer Annexure I of this Report.</p>

	separate paragraph herein.		
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	No, additional non-compliance was observed.

Assumptions & Limitation of scope and review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For R&A Associates,
 Company Secretaries**

RASHIDA
 HATIM
 ADENWALA

Digitally signed by
 RASHIDA HATIM
 ADENWALA
 Date: 2023.05.30
 21:27:01 +05'30'

**Rashida Adenwala
 Founder Partner**

M. Mo: 4020

C.P. No.: 2224

UDIN: F004020E000430457

Date: 30th May 2023

Annexure I

Sr. No	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Details pertaining to Agilemed Investments Private Limited, Promoter of the Company										
1.	SEBI LODR	Regulation 50(1)	Delay in furnishing intimation about Board Meeting with BSE	BSE	Fine	Delay in furnishing intimation about Board Meeting with BSE	Rs. 5000	-	The management informed us that the fine of Rs. 5000/- was paid by July 4, 2022	-
Details pertaining to Lone Furrow Investments Private Limited, Promoter of the Company										
1.	SEBI LODR	Regulation 50(1)	Delay in furnishing intimation about Board Meeting with BSE	BSE	Fine	Delay in furnishing intimation about Board Meeting with BSE	Rs. 5000	-	The management informed us that the fine of Rs. 5000/- was paid by July 2, 2022	-
