MedPlus Health Services Limited

August 21, 2025

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

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

Dear Sir/Madam,

Subject: Filing of 19th Annual Report of the Company for the Financial Year 2024-25 along with Notice to the Shareholders for Annual General Meeting.

Further to our letter dated August 02, 2025, we would like to inform that 19th Annual General Meeting of the Company is scheduled to be held on Monday, September 15, 2025 at 03:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions if any, we enclose herewith 19th Annual Report of the Company for the Financial Year 2024-25 which includes Notice of AGM, Board Report, Report on Corporate Governance, Business Responsibility and Sustainability Report, Management Discussion and Analysis and Audited Financial Statements along with Consolidated Financial Statements and Auditor's Report thereon. The 19th Annual Report along with Notice has been sent by email to the shareholders today i.e. August 21, 2025.

The same will be available on the website of the Company at www.medplusindia.com and also on the websites of BSE Limited and National Stock Exchange of India Ltd. viz. www.bseindia.com and www.nseindia.com respectively.

You are requested to kindly take note of the same.

Thanking You
Yours faithfully

For MedPlus Health Services Limited

MANOJ KUMAR SRIVASTAVA

Digitally signed by MANOJ KUMAR SRIVASTAVA
Date: 2025.08.21 21:36:59 +05'30'

Manoj Kumar Srivastava
Company Secretary & Compliance Officer

Enclosed: a/a

MedPlus

ANNUAL REPORT 2025

Quality

Convenience

Value Pricing

Contents

Accelerating with Passion.
Delivering with Purpose.

MedPlus offers a diverse range of products spanning pharmaceuticals, wellness items, and fast-moving consumer goods.

MedPlus at a Glance

MedPlus Health Services Limited, commonly known as MedPlus, stands as a prominent entity in India's retail pharmaceutical landscape. Since its inception in 2006, the company embarked on a mission to establish a retail pharmaceutical brand that not only provides authentic medicines but also enhances value for its customers through technology-driven supply chain efficiencies. The company's product portfolio spans across diverse categories, encompassing pharmaceuticals, wellness items, and fast-moving consumer goods (FMCG). This comprehensive range includes essential items such as medications, vitamins, medical devices, home and personal care products, toiletries, baby care essentials, soaps, detergents, as well as sanitizers, among various others.

OPPORTUNITIES:

MedPlus recognized the national issue of counterfeit drugs and medications as a chance to make a positive impact. To tackle these concerns and provide reassurance to the people of India, MedPlus embarked on its journey as an organized retail entity. The primary goal was to establish a streamlined process where medicines and various products could be sourced directly from manufacturers and efficiently delivered to customers in their local communities. This approach was carefully designed to offer customers maximum value while addressing the genuine worries surrounding the authenticity of drugs. In addition to combating the issue of counterfeit drugs, MedPlus ensured that the medications it provided were stored under optimal conditions, further enhancing the quality and safety of the products available to its customers.

GROWTH:

MedPlus started in 2006 with 48 stores in Hyderabad, Now MedPlus is offering its services in 13 states and one union territory through 4,712 stores which are spread across Telangana, Andhra Pradesh, Karnataka, Tamil Nadu, West Bengal, Maharashtra, Orissa, Madhya Pradesh, Chhattisgarh, Kerala, Delhi*, Uttar Pradesh*, Haryana* (NCR) and Puducherry. MedPlus employs a data analytics driven cluster- based process to expand its store network. The cluster-based approach to store network expansion is also driven by our understanding of the catchment demographics, market dynamics, and our ability to support store expansion with back-end infrastructure, such as warehouses and distribution centres. This approach allow us to:

- Increase our market share in the cities where we operate,
- Replicate our growth model in adjacent underserved cities and towns, as we develop our presence in those clusters,
- Generate cost efficiencies due to operating leverage achieved in our supply chain and inventory management,
- Create brand visibility within the cities where we operate, through focused implementation of marketing and advertising initiatives

Our cluster-based expansion approach and replicable store roll-out strategy have allowed us to achieve and maintain attractive and healthy store-level economics

PROGRESS:

During the year under review, we opened 305 new stores across cities. We also expanded our footprint in Delhi-NCR (one store each state).

Our Potential in Numbers

19 years of
Distinguished presence

2nd Largest
Pharma retailer in India

13 states, 1 UT
Extensive Geographical Presence

700
Cities

4,712
Physical Stores

25,000+

Team strength

The **first** in the country to establish an omnichannel presence, combining both digital and neighbourhood stores.

46,000+ SKU

Pharma & Non-pharma

800+

Private Label Products Including Chronic, OTC & Other pharma products

450+

Private Label Products covered in the non-pharma segment, including packaged food, baked goods, dry goods, cleaning products, cosmetics, and toiletries

Chairman's Message

Your Company continues to focus on providing pharmaceuticals, wellness items and fast-moving consumer goods guided by the three core principles:

- **Providing genuine products**
- **Offering unparalleled convenience to all consumers (with our omni-channel model) and**
- **Maintaining competitive pricing.**

Dear Shareholders,

As we reflect on the past nineteen years, we can proudly acknowledge the strides we have taken in delivering value to all stakeholders. Our reach now extends to over 700 cities across Telangana, Andhra Pradesh, Karnataka, Tamil Nadu, West Bengal, Orissa, Maharashtra, Madhya Pradesh, Chhattisgarh, Kerala, Delhi, Uttar Pradesh and Haryana.

While our success story in the pharmaceutical retail sector continues to unfold, we recognize the potential of exploring new horizons. In FY 2024, your Company has launched 'MedPlus' branded pharmaceutical products in several therapeutic areas covering acute and chronic ailments. This is in line with our core principle of offering quality and affordable medicines to our valued customers. We get these medicines manufactured in the same factories that cater to the needs of large pharmaceutical companies in the country, ensuring product quality and genuine medicines. During the year the revenues from these products amounted to ₹14,025.52 million on GMV basis (#Gross Merchandising Value). This represented 17.50% of our Pharmacy Revenues on GMV basis and 11.58% on Net Reported Revenues. We are happy to report that this has contributed to significant savings to our valued customers.

The share of organised retail in pharmacy and wellness category (including organized brick and mortar stores as well as E-commerce) was approximately 18% in FY 2023 in the total retail pharmacy and wellness category and is expected to increase to approximately 23% by FY 2027, implying a CAGR of ~19% between FY 2023 and FY 2027.

In case of retail pharmacy, space requirement and unit economics are favourable to a neighbourhood store location and advantages of product assortment, discount, technology, and professional approach make modern pharmacy successful.

The key market characteristics of domestic pharmaceutical market include low per capita health expenditure, high share of private out of pocket expenses (which includes purchases from pharmacies), lower penetration across rural areas and a growing trend of private sector led integrated approach to treatment. The sector has a high opportunity of growth given the limited penetration of health services both in rural and urban areas. There are gaps across awareness, access, affordability and acceptability of product and services

DURING THE FINANCIAL YEAR:

- We registered ₹61360.53 million revenue from operations in 2024-25, recording a 9.09% growth as compared to the previous year's revenue of ₹56,248.55 million.
- Our PAT stood at ₹1,502.33 million in 2024-25, compared to the previous year PAT of ₹655.77million.

As we navigate the future, we remain committed to our core values, the pursuit of excellence, and our mission of enhancing healthcare accessibility and affordability. Through our unwavering dedication, we are poised to continue making a positive impact on the lives of countless individuals and the larger healthcare ecosystem.

I am truly touched and thankful to each and every individual who has entrusted us with their well-being. Serving as your companion on this transformative journey toward improved health and wellness is a privilege that I deeply cherish.

To the distinguished members of our Board, I want to express my profound gratitude for their enduring trust and unwavering support. Your guidance has been the cornerstone of our progress, and your belief in our mission has been instrumental in propelling us forward.

I extend my heartfelt appreciation to our esteemed shareholders, whose unwavering faith in our vision has been a driving force behind our accomplishments. Your confidence empowers us to push the boundaries of healthcare delivery and set new benchmarks for excellence.

Our achievements would not be possible without our dedicated employees. I thank you for your passion and commitment.

In embracing the challenges and opportunities that lie ahead, let us stand united, bound by our shared vision and the unwavering support that has brought us this far. With a heart full of gratitude, I look forward to the continued journey of elevating healthcare and enriching lives together.

Thanks,

Gangadi Madhukar Reddy

Chairman, MD & CEO

(# Gross Merchandising Value = MRP value – GST)

Levers Of Growth

Our growth pillars are built on ourstrong foundations that ensure a sustainable growth of the enterprise in the long-run. We have identified pillars of growth which will help us achieving our goals in the future while preparing us today so that we drive ourselves in the right path.

DEEPER THAN WIDER

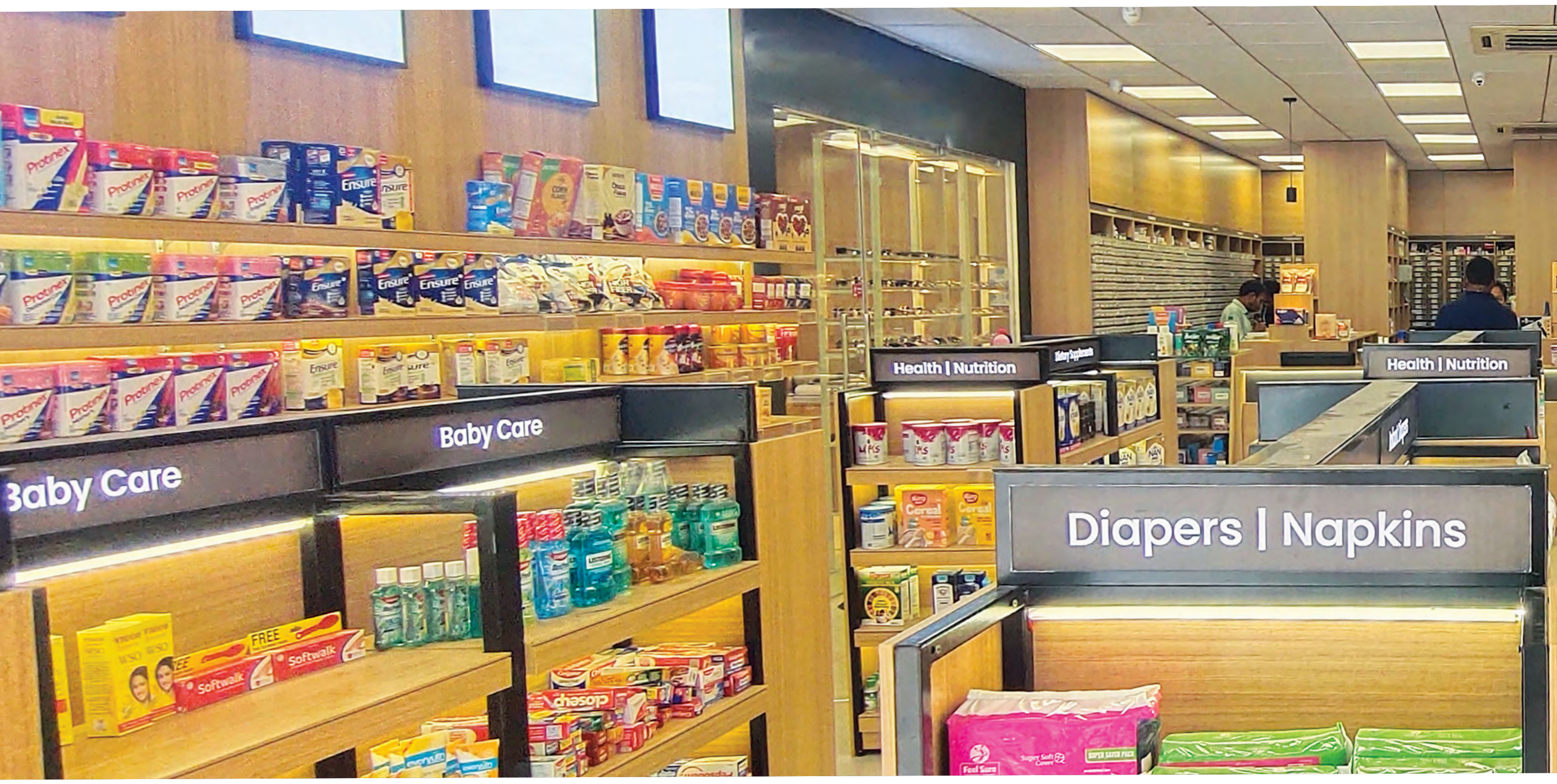
MedPlus is capitalizing on the transformation within India's pharmaceutical retail sector, shifting from unorganized to organized. With a focus on Tier 2 and beyond locations, the company has strategically expanded its presence. This approach entails opening 50% of its stores in these areas, leveraging the trend of increasing consumer familiarity with organized retail and the improved availability of medicines. MedPlus is utilizing a proven technology framework, allowing efficient replication across different cities. This not only optimizes operational processes and inventory management but also enhances customer engagement through digital channels. By standardizing its technology deployment, MedPlus achieves economies of scale, reducing the incremental cost of expansion. This strategy ensures efficient setup and smoother operations in new locations while also reinforcing their position in existing clusters. In this way, MedPlus is effectively navigating the evolving landscape of the pharmaceutical market and broadening its customer reach with operational effectiveness.

INCREASING THE PRIVATE LABEL SHARE

By capitalizing on its scale, MedPlus is effectively expanding its product range in both the pharmaceutical and FMCG categories, providing customers with high-quality offerings at optimal value. The company is actively increasing the sale of private label products, which in turn generates higher gross margins. This strategic approach aims to enhance the proportion of private label products in MedPlus's offerings.

Given the substantial purchasing capacity at its disposal, MedPlus is well-positioned to introduce a broader range of private label products. Moreover, the expansion will encompass private label products, particularly pharmaceutical products in several therapeutic areas covering acute and chronic ailments.

In FY 2024, your Company has launched 'MedPlus' branded pharmaceutical products in several therapeutic areas covering acute and chronic ailments. This is in line with our core principle of offering quality and affordable medicines to our valued customers. We get these medicines manufactured in the same factories that cater to the needs of



large pharmaceutical companies in the country, ensuring product quality and genuine medicines. We are happy to report that this has contributed to significant savings to our valued customers.

This strategic evolution not only diversifies the product mix but also enables MedPlus to curate an improved selection of products for its customers.

BOOSTING REVENUE AND EXPANDING CUSTOMER ENGAGEMENT

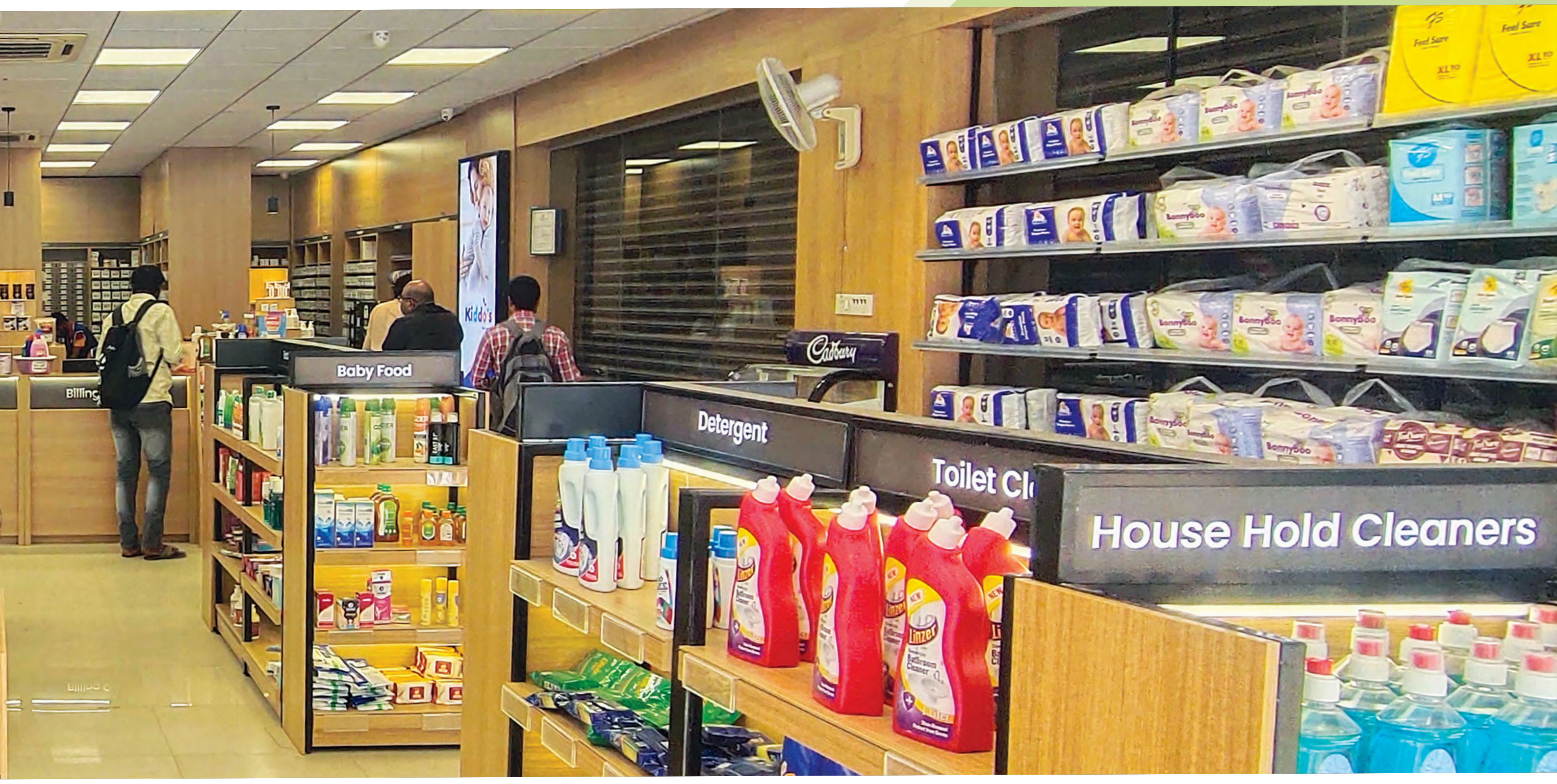
Our strategic neighbourhood presence uniquely positions us to tap into this advantage by introducing an extended array of products in closely related categories such as Wellness and FMCG. This strategic move allows us to seamlessly serve as a convenient refill hub for our valued customers' immediate requirements. For instance, items like infant food and supplements can be made easily accessible, ensuring our customers receive top-notch value for their needs.

By strategically leveraging our local presence, we're not only enhancing our revenue streams but also deepening our connection with customers through a diversified range of offerings. This approach aligns with our commitment to being a reliable destination where customers can fulfill their diverse requirements conveniently and cost- effectively.

STRENGTHENING OPERATING EFFICIENCY

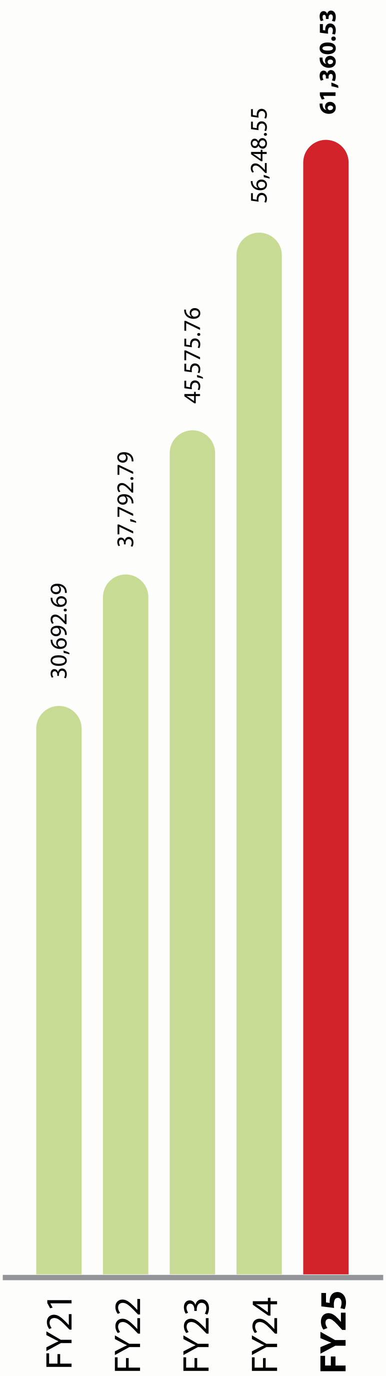
An integral element of our ongoing expansion strategy involves enhancing our supply chain framework and bolstering operational efficiency through targeted infrastructure enhancements. By investing in the automation of our warehouses, we are poised to unlock heightened operational efficacy and cost-effectiveness. Additionally, our direct procurement approach from pharmaceutical manufacturers will play a pivotal role in realizing elevated gross margins.

These combined initiatives synergistically contribute to an improved profitability outlook, serving as a solid foundation for our future ventures and undertakings.

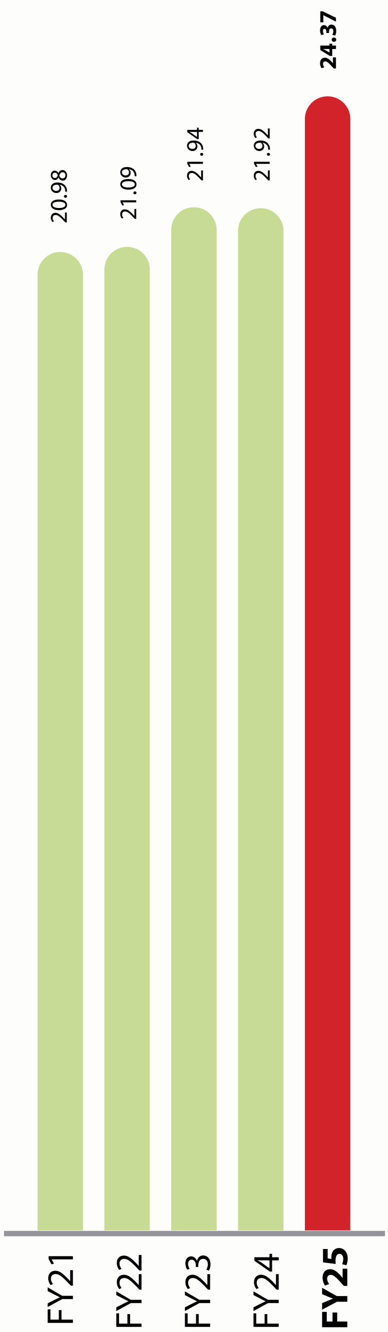


Financial Snapshot

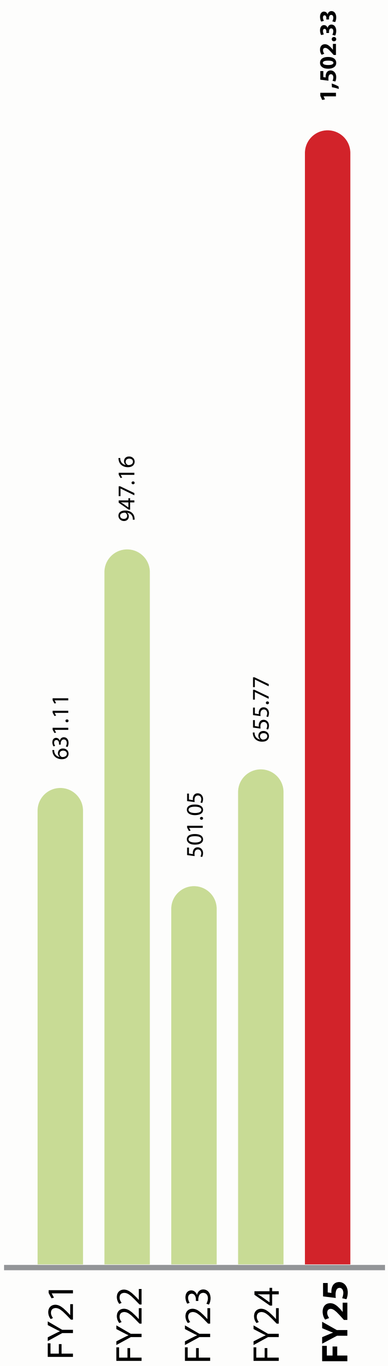
**REVENUE
(₹ in million)**

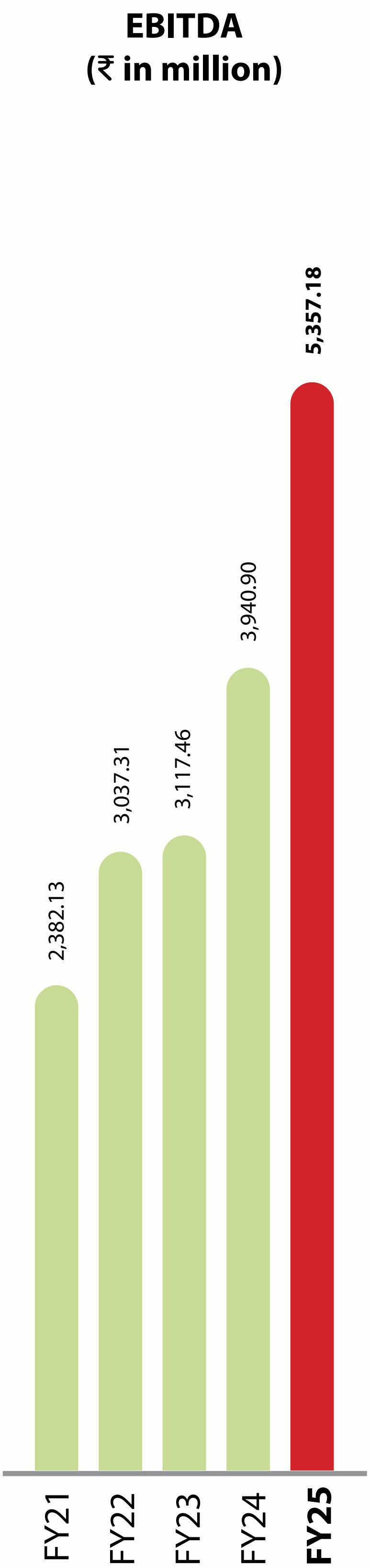


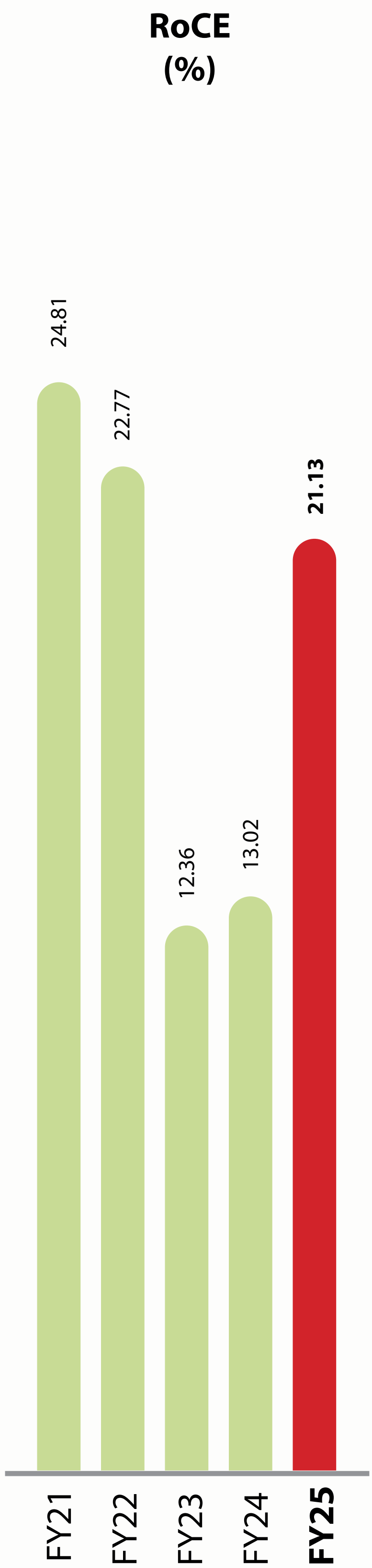
**GROSS MARGIN
(%)**



**PAT
(₹ in million)**




EBITDA
(₹ in million)
2,382.13
3,037.31
3,117.46
3,940.90
5,357.18
FY21
FY22
FY23
FY24
FY25


RoCE
(%)
24.81
22.77
12.36
13.02
21.13
FY21
FY22
FY23
FY24
FY25

The Board Of Directors

Mr. Gangadi Madhukar Reddy

Chairman, Managing Director and Chief Executive Officer

Mr. Gangadi Madhukar Reddy is one of the Promoters of the Company and has been a Director since the incorporation of MedPlus. He holds a Bachelor's degree in Medicine and Surgery from the Sri Venkateswara University and a Master's degree in Business Administration from the Wharton School, University of Pennsylvania.

Dr. Cherukupalli Bhaskar Reddy

Whole Time Director

Dr. Cherukupalli Bhaskar Reddy has done MBBS from Kurnool Medical College, Andhra Pradesh in the year 1992, MS in Gen-Surgery from Manipal Academy of Higher Education (MAHE), Mangalore in the year 1997 and FRCS from Edinburgh (UK) in the year 2003. He is associated with the Company/ group since inception of the Company. He was overseeing the Recruitment, training, expansion of the business and having rich experience more than two decades in the field of retail pharmacy, business strategy, building the leadership and making company towards process driven establishment. Presently he is looking after the pharmacy operations of the Company.

Mr. Murali Sivaraman

Non-Executive Independent Director

Mr. Murali Sivaraman is a Chairman/ Independent Director in multiple listed Boards and is also an advisor to Private Equity. After more than three decades of global leadership roles based out of Singapore, Shanghai, Toronto, London and Delhi, he is now based in Mumbai, India focusing on enterprise value and governance via multiple Board and Advisory roles. Recent Global Roles: President for Growth Markets: Philips Lighting - Signify (Singapore) and CEO Global Domestic Appliance - Royal Philips (Shanghai) - Scale US$ 1.5 to 2 BN, Managing Director - Philips India. Current board / advisory roles include Huhtamaki India, ICICI Lombard General Insurance, Welspun Living Limited, Pidilite Industries Limited, Private Equity advisory for Branded Consumer Durables - Advent International India - Eureka Forbes. Mr. Sivaraman is a qualified Chartered Accountant, Cost & Works Accountant, MBA from IIM Ahmedabad and has done Advanced Management Program from Harvard Business School.

Mr. Madhavan Ganesan

Non-Executive Independent Director

Mr. Madhavan Ganesan holds a Bachelor's degree in Engineering from the Birla Institute of Technology & Science, Pilani and a Post-Graduate Diploma in Management from the Indian Institute of Management, Calcutta. He was previously associated with Reliance Retail, SPI Technologies, Wipro Limited, Spectramind, Tata Information Systems Limited and Tata Industries Limited and ICICI. He has over 34 years of experience in the Retail, Technology and other business sectors. He is currently engaged as a Strategy Consultant working with growth enterprises in the areas of medical education, senior citizen assisted living, green biofuels, insurance loss assessment and cattle health management. He is also as Independent / Nominee Director in other Companies.

Ms. Aparna Surabhi

Non-Executive Independent Director

Ms. Aparna Surabhi is an Independent Director on Boards of Listed Companies and material subsidiaries of Listed Companies and chairing Audit Committees of some of the Boards. Ms. Aparna is a Chartered Accountant and B.Com. LLB from Bombay University. She founded the CA firm namely S. Aparna and Co. in the year 1991 in Hyderabad and was actively into practice specializing in Internal Audits till the year 2019. During this period, she was actively involved and participating in the activities of ICAI, Hyderabad, and served as the first women Chairperson of the Hyderabad Branch of SIRC of ICAI during the year 2006-07. She was also a consultant for numerous startup businesses. She is having more than three decades of rich experience in the field of finance and HR. Ms. Surabhi is currently working as Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) in Caliber Technologies Private Limited, a company specializing in IT solutions for regulated markets.

Mr. Thyagarajan Muralidharan

Non-Executive Independent Director

Mr. Thyagarajan Muralidharan is a distinguished Indian entrepreneur and the founder of the TMI Group, a leading talent management and workforce solutions company. With a B. Tech from IIT Madras and a Post-Graduation from IIM Ahmedabad, he further enhanced his credentials by earning a Bachelor of Law (LLB) from Osmania University in 2021. Over his 35-year career, Mr. Muralidharan has made significant contributions to the business and employment sectors in India. He has served as the Past Chairman of the FICCI Telangana State Council, is a member of FICCI's National Executive Committee and was on the National Board of MSME for 5 years. He also served as an Advisor to the Governor of Rajasthan on MSME and Employment from 2019 to 2024. He has been recognized with multiple awards, including the Hyderabad Management Association's Entrepreneurial Achievement Award and the Distinguished Alumnus Award from the IIMA Alumni Association Hyderabad in 2014. Additionally, he is a published author of two bestselling novels, a columnist, an independent journalist, and actively engaged with education of under privileged Children.

The Management Team

Mr. Gangadi Madhukar Reddy

Chairman, Managing Director and Chief Executive Officer

Dr. Cherukupalli Bhaskar Reddy

Whole Time Director & COO

Mr. Sujit Kumar Mahato

Chief Financial Officer

Mr. Kandasamy

Head of Supply Chain

Mr. Manoj Kumar Srivastava

Head - Corporate Secretarial, Company Secretary & Compliance Officer

Mr. Subrahmanyam Sharma T.

Chief Technology Officer

Corporate Information

BOARD OF DIRECTORS

Mr. Gangadi Madhukar Reddy
Chairman, Managing Director & CEO

Dr. Cherukupalli Bhaskar Reddy
Whole Time Director & COO

Mr. Murali Sivaraman
Non- Executive Independent Director

Mr. Madhavan Ganesan
Non-Executive Independent Director

Ms. Aparna Surabhi
Non-Executive Independent Director

Mr. Thyagarajan Muralidharan
Non-Executive Independent Director

Chief Financial Officer
Mr. Sujit Kumar Mahato

Company Secretary & Compliance Officer
Mr. Manoj Kumar Srivastava

COMMITTEES

Audit Committee
Mr. Murali Sivaraman, Chairman
Ms. Aparna Surabhi, Member
Mr. Madhavan Ganesan, Member

Nomination & Remuneration Committee
Mr. Thyagarajan Muralidharan, Chairman
Mr. Madhavan Ganesan, Member
Ms. Aparna Surabhi, Member
Mr. Murali Sivaraman, Member

Stakeholders Relationship Committee
Mr. Madhavan Ganesan, Chairman
Mr. Gangadi Madhukar Reddy, Member
Dr. Cherukupalli Bhaskar Reddy, Member

Risk Management Committee
Mr. Madhavan Ganesan, Chairman
Ms. Aparna Surabhi, Member
Mr. Murali Sivaraman, Member
Mr. Gangadi Madhukar Reddy, Member
Dr. Cherukupalli Bhaskar Reddy, Member
Mr. Thyagarajan Muralidharan, Member

Corporate Social Responsibility Committee
Ms. Aparna Surabhi, Chairperson
Mr. Madhavan Ganesan, Member
Mr. Gangadi Madhukar Reddy, Member
Dr. Cherukupalli Bhaskar Reddy, Member

STATUTORY AUDITORS

B S R and Co.
Hyderabad

COST AUDITORS

M P R & Associates
Hyderabad

SECRETARIAL AUDITORS

R & A Associates
Hyderabad

INTERNAL AUDITORS

Ernst & Young LLP
Hyderabad

REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Limited
Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500032
Phone No: (+91) 40 6716 2222 (+91) 40 7961 1000
Email: einward.ris@kfintech.com

REGISTERED OFFICE

H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad – 500037, Telangana
CIN No. L85110TG2006PLC051845
Website: www.medplusindia.com
Email: cs@medplusindia.com
Phone No. +91-040-6724-6724

ISIN

Equity Shares – INE804L01022

Notice

NOTICE is hereby given that **Nineteenth Annual General Meeting** ('19th AGM') of MedPlus Health Services Limited ('the Company') will be held on **Monday**, **September 15, 2025, at 03:30 PM (IST),** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility, to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.**

2. **To appoint a Director in place of Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550), Whole Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **Appointment of M/s. R & A Associates (Firm Registration No. P1994AP011100) Practicing Company Secretary as Secretarial Auditors of the Company.**

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

"RESOLVED THAT pursuant to provisions of Sections 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, consent of members be and is hereby accorded to appoint M/s. R & A Associates, Practicing Company Secretaries (ICSI Unique Code: P1994AP011100) peer review certificate number - 6659/2025 as the Secretarial Auditors of the Company, to hold office for a term of five consecutive years commencing from Financial Year 2025-26 up to Financial Year 2029-30.

RESOLVED FURTHER THAT the Board of Director be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient in connection therewith to give effect to the said resolution."

4. **Approval of Material Related Party Transactions of the Company with Optival Health Solutions Private Limited a Material Subsidiary Company.**

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the members in the Annual General Meeting of the Company held on September 26, 2022 and pursuant to the the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), as amended from time to time, the Company's Policy on Materiality of and on dealing with Related Party Transactions , and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which shall deemed to include any duly authorised Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or by way of modification(s) of earlier arrangements / transactions or as a fresh and an independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), from April 1, 2025 to March 31, 2026 with **Optival Health Solutions Private Limited**, a material subsidiary of the Company being a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such contracts/ arrangements/ transactions during financial year 2025-26, whether individually and/or in the aggregate value of all these transaction(s), may exceed the prescribed thresholds under the provisions of the Listing Regulations as applicable from time to time, provided that such contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as deemed necessary, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company for execution of contracts / arrangements / transactions and to give effect to this Resolution."

5. Ratification of remuneration to M/s. M P R & Associates, Cost Accountants (Firm Registration No.: 000413), Cost Auditors of the Company for the financial year 2025-26.

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

"**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval by the Board of Directors, the members of the Company be and hereby ratify the remuneration payable to M/s. M P R & Associates, Cost Accountants (Firm Registration No.: 000413), who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year 2025-26, amounting to ₹1,30,000 (Rupees One Lakh Thirty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

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

By Order of the Board
For **MedPlus Health Services Limited**

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Registered Office:
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, Moosapet,
Kukatpally, Hyderabad - 500037, Telangana

Date: August 02, 2025
Place: Hyderabad

Notes:

1. In continuation of the Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 ('MCA Circulars'), has allowed the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('Listing Regulations') and MCA Circulars, **the 19th AGM of the Company shall be conducted through VC/OAVM on Monday, September 15, 2025, at 03:30 PM (IST). This Notice of the 19th AGM ('Notice') is approved by Board of Directors in its meeting dated August 02, 2025**.

2. The proceedings of the 19th AGM shall be deemed to be conducted at the Registered Office of the Company at H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad - 500 037, Telangana, India. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Business mentioned under item Nos. 3 to 5 above, is annexed hereto.

3. KFin Technologies Limited, Registrar & Transfer Agent of the Company, ('KFintech') shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 20 below.

4. Pursuant to the above-mentioned MCA Circulars, **physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.**

5. PURSUANT TO THE SECTION 105 OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT

Notice (Contd.)

TO THE APPLICABLE MCA AND SEBI CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

6. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutiniser at e-mail ID rashida@rna-cs.com with a copy marked to evoting@kfintech.com and to the Company at cs@medplusindia.com, authorising its representative(s) to attend and vote through VC/OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.

7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 and as amended on April 01, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013, Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes of the Company are being implemented in accordance with the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., September 15, 2025. Members seeking to inspect such documents can send an email to cs@medplusindia.com.

9. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2024-2025 is available on the website of the Company at www.medplusindia.com , website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

10. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having their office at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

11. **NOMINATION:**

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFintech at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

12. **TRANSFER OF SHARES PERMITTED IN DEMATERIALISED FORM ONLY:**

As per Regulation 40 of the Listing Regulations, as amended securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFintech to seek guidance in the demat procedure. Members may also visit web site of depositories viz. National Securities Depository Limited viz. https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure. Members may also refer to Frequently Asked Questions ('FAQs') on Company's website www.medplusindia.com.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim

from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.medplusindia.com and on the website of the Company's RTA, https://www.kfintech.com/ It may be noted that any service request can be processed only after the folio is KYC compliant.

14. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the circulars issued by MCA and SEBI, the Notice of the 19th AGM along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member unless any member has requested for a hard copy of the same.

Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to einward.ris@kfintech.com:

KFin Technologies Limited,

Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

15. PROCESS OF REGISTRATION OF E-MAIL ID TO OBTAIN ELECTRONIC COPY OF ANNUAL REPORT:

Members holding shares in dematerialised (Demat) mode are requested to register/update their email addresses with their concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.

16. Members are requested to:

- intimate to KFintech, changes, if any, in their name, registered address, email address, telephone/mobile numbers at an early date, in case of Shares held in physical form;
- intimate to the respective Depository Participant, changes, if any, in their name, registered address, email address, telephone/ mobile numbers at an early date, in case of Shares held in dematerialised form;
- quote their folio numbers/Client ID/DP ID in all correspondence;
- consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
- register their PAN with their Depository Participants, in case of Shares held in dematerialised form and KFintech/ Company, in case of Shares held in physical form, as directed by SEBI in Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.

17. SCRUTINISER FOR E-VOTING:

Ms. Rashida Adenwala, Practicing Company Secretary (Membership No. FCS 4020) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

18. SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM:

For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id ir@medplusindia.com /cs@medplusindia.com at least 72 hours before the time fixed for the AGM i.e. by 4:00 PM (IST) on September 12, 2025, mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

Alternatively, Members holding shares as on the cut-off date i.e. September 08, 2025, may also visit https://emeetings.kfintech.com and click on the tab "Post Your Queries" and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window shall be closed 72

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hours before the time fixed for the AGM by 4:00 PM (IST) i.e. on September 12, 2025.

Members can also post their questions during AGM through the "Ask A Question" tab, which is available in the VC/OAVM facility as well as in the one way live webcast facility.

The Company will, at the AGM, endeavour to address the queries received till 4:00 PM (IST) on September 12, 2025, from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

19. SPEAKER REGISTRATION BEFORE AGM:

Members of the Company, holding shares as on the cut-off date i.e. September 08, 2025 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting https://emeetings.kfintech.com and clicking on "Speaker Registration" during the period from September 09, 2025 (10:00 AM IST) up to September 12, 2025 (4:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

20. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

a. Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members are requested to login at https://emeetingskfintech.com and click on the "Video Conference" tab to join the Meeting by using the remote e-voting credentials. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in the notice.

b. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

c. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice, and this mode will be available throughout the proceedings of the AGM. The facility for attending the AGM virtually will be made available for 1,000 members on first come first served basis. This will not include large members (i.e. members with 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee. Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

d. In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of https://evoting.kfintech.com or contact at ir@medplusindia.com /cs@medplusindia.com , or Sri Sai Karthik Tikkisetti, Manager - Corporate Registry, KFintech at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or at the email ID emeetings@kfintech.com or Helpline: 1800 309 4001 for any further clarifications.

21. INSTRUCTIONS FOR REMOTE E-VOTING:

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

a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the September 08, 2025 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on September 12, 2025 at 9:00 a.m. IST and ends on September 14, 2025 at 5:00 p.m. IST. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

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

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

d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9 December, 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.

The procedure for remote e-voting is as under:

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

Individual Shareholders holding securities in Demat mode with CDSL	**1. Existing user who have opted for Electronic Access to Securities Information ("Easi/ Easiest") facility:** a. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com b. Click on New System Myeasi. c. Login to Myeasi option under quick login. d. Login with the registered user ID and password. e. Members will be able to view the e-voting Menu. f. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. **2. User not registered for Easi/ Easiest:** a. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. b. Proceed to complete registration using the DP ID, Client ID (BOID), etc. c. After successful registration, please follow the steps given in point no. 1 above to cast your vote. **3. Alternatively, by directly accessing the e-voting website of CDSL** a. Visit www.cdslindia.com. b. Provide demat account number and PAN. c. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. d. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. '**Medplus Health Services Limited**' or select KFin. e. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.

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Individual Shareholders holding securities in Demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. **2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:** a. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. b. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. c. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. d. Click on company name i.e. **Medplus Health Services Limited** or ESP i.e. KFin. e. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. **3. Those not registered under IDeAS:** a. Visit https://eservices.nsdl.com for registering. b. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. d. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. e. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. f. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. g. Click on company name i.e **Medplus Health Services Limited** or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. h. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. App Store | Google Play
Individual Members login through their demat accounts/ website of DPs	1. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. 2. Once logged-in, Members will be able to view e-voting option. 3. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. 4. Click on options available against **Medplus Health Services Limited** or ‘KFin’. 5. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use 'Forgot user ID and Forgot Password' option available at respective websites.

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

Login type	Helpdesk details
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-62343625, 022-62343626, 022-62343259**
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 102 0990** and **1800 22 4430**

B. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com.

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9051, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 9051 and click on "Submit".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. In case you do not desire to cast your vote, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

22. OTHER INSTRUCTIONS:

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com or contact at investors@medplusindia.com , or Corporate Registry, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or at the email ID evoting@kfintech.com or call KFintech's toll free No.: 1800-309 4001 454-001 for any further clarifications.

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b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on September 12, 2025 (09:00 AM IST) and ends on September 14, 2025 (05:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date September 08, 2025 (3:30 PM IST) may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

23. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND OBTAINING THE AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES (IN CASE OF MEMBERS HOLDING SHARES IN DEMAT FORM) OR WITH KFINTECH (IN CASE OF MEMBERS HOLDING SHARES IN PHYSICAL FORM):

a. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

   i. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

   ii. Members holding shares in physical form may register their email address and mobile number with KFin Technologies Private Limited by sending the prescribed ISR form as per the SEBI circular date November 03, 2021 (SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2021/655). The required ISR forms can be obtained by following the link: https://ris.kfintech.com/clientservices/ isc/default.aspx.

   The Members may also visit the website of the Company www.medplusindia.com and click on the "email registration" and follow the registration process as guided thereafter.

   Please note that in case of shareholding in dematerialised form, the updation of email address will be temporary only upto AGM.

b. After successful updation of the email address, KFintech will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFintech.

c. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/ KFintech to enable serving of notices/documents/ Annual Reports and other communications electronically to their email address in future.

24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

25. KPRISM – Mobile service application by KFintech:

Members are requested to note that KFintech has launched a mobile application – KPRISM and a website https://kprism.kfintech.com/signup for online service to Shareholders.

Members can download the mobile application, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by KFin, requests for change of address, change/update Bank Mandate. Through the Mobile application, Members can download Annual Reports, standard forms and keep track of upcoming General Meetings. The mobile application is available for download from Android Play Store. Members may alternatively visit the link https://kprism.kfintech.com/app/ to download the mobile application.

Senior Citizens - Investor Support

As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

26. Webcast:

Your Company will be providing the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of the AGM by logging on the website of https://emeetings.kfintech.com using their secure login credentials. Members are encouraged to use this facility of webcast. During the live webcast of AGM, Members may post their queries in the message box provided on the screen.

By Order of the Board
For **MedPlus Health Services Limited**

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Registered Office:
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, Moosapet,
Kukatpally, Hyderabad - 500037, Telangana

Date: August 02, 2025
Place: Hyderabad

Pursuant to Section 152 of the Act, Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550), Whole Time Director of the Company is liable to retire by rotation at this Annual General Meeting. The brief profile including nature of his expertise, functional areas, names of the Companies in which he holds directorship, Membership/Chairmanship of Board Committees and shareholding in the Company as stipulated under SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI forms part of the Notice as **Annexure- A.**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3. Appointment of M/s. R & A Associates (Firm Registration No. P1994AP011100) Practicing Company Secretary as Secretarial Auditors of the Company

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to undertake secretarial audit and shall annex with its Board Report a secretarial audit report given by a peer reviewed company secretary in practice in the prescribed format.

As per amended Regulation 24A vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 on December 12, 2024 effective from April 1, 2025, the appointment of Secretarial Auditors is required to be approved by the shareholders of the Company at the Annual General Meeting on the recommendation of Board of Directors. Further, in case of a appointment of a firm as Secretarial Auditors, the term of appointment cannot exceed two consecutive terms of five (5) years each.

Further, SEBI vide its circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 ('SEBI Implementation Circular') read with Regulation 24A(1A) Listing Regulations have inter-alia prescribed the terms and conditions including eligibility, qualifications and disqualifications with respect to appointment/re-appointment of Secretarial Auditor by the listed company. Pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations the Company has received written consent & eligibility letters from M/s. R & A Associates, Practicing Company Secretaries (Firm Registration No. P1994AP011100) to conduct Secretarial Auditor of the Company.

In compliance with the above provisions and after evaluating and considering various factors such as audit experience, size of the firm and in fulfilment of the eligibility criteria and qualification prescribed under the Listing Regulations and SEBI Implementation Circular, the Audit Committee and the Board of Directors, at their meetings held on August 02, 2025 approved and recommended to the members of the Company for appointment of M/s. R & A Associates, Practising Company Secretaries (Firm Registration No. P1994AP011100) peer review number – 6659/2025 as the Secretarial Auditors of the Company to conduct the Secretarial Audit for a period of five (5) consecutive financial years commencing from FY 2025-26 up to FY 2029-30.

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M/s. R & A Associates is a firm of Practising Company Secretaries established in 1996. The firm is an integrated Corporate Secretarial and Legal Services firm, offering one-stop solutions for all corporate compliances and legal requirements, including advisory, guidance, and servicing for companies in India and abroad.

Disclosures: Taking guidance from Para V of the consultation papers released by SEBI vide its communication dated February 7, 2025 on aspects relating to secretarial compliance report, appointment of auditors and related party transactions of a listed entity, management presents following disclosures for consideration of its shareholders.

Further information in respect of M/s. R & A Associates is encapsulated in the table below.

S. no.	Particulars	Details
1.	Number of years of experience of the individual / Firm proposed to be appointed as Secretarial Auditor	28 Years
2.	Whether the Board of Directors have recommended appointment of the firm as the Secretarial Auditor of the listed entity	Yes. Board of Directors vide their resolution dated August 02, 2025 recommended appointment.
3.	The following information as disclosed to the Board of Directors:	
	(i) Website of the proposed Secretarial Auditor;	(i) https://rna-cs.com/
	(ii) Number of years of experience of the firm proposed to be appointed as a Secretarial Auditor • in carrying out Secretarial Audit of the companies or other bodies corporates; • in providing other services (compliance, filings etc.) to companies or other bodies corporates.	(ii) • 11 years • 28 years
	(iii) Name of the other listed entities (equity / debt) for which the firm is the Secretarial Auditor.	(iii) Ravileela Granites Limited HRH Next Services Limited Containe Technologies Limited Country Club Hospitality & Holidays Ltd
	(iv) Details of the order passed against the proposed Secretarial Auditor by ICSI/SEBI/MCA/any other competent authority/ Court, both in India or outside India, in past five years.	(iv) No such Orders passed against the proposed Secretarial Auditor
	(v) Whether the proposed Secretarial Auditor has rendered any services as prohibited under SEBI Circular dated December 31, 2024, directly or indirectly to the listed entity or its holding company or subsidiary or any associates?. If yes, then provide details and actions, if any taken against the firm; and	(v) No, the proposed Secretarial Auditor has not rendered any services as prohibited under SEBI Circular dated December 31, 2024, directly or indirectly to the listed entity or its holding company or subsidiary or any associates.
	(vi) Fee related a. Proposed fees payable to the Firm as • Auditor • For other services (please specify) b. Total fees paid to previous / outgoing auditor c. Rationale for material change in audit fees proposed to be paid to the proposed secretarial auditor as compared to the previous / outgoing auditor; d. Total remuneration / fees, etc. received by the Secretarial Auditor from the company or group companies (holding, subsidiary, associate, joint ventures) in the last financial year along with details.	(vi) a. • ₹2,00,000/- per financial year • ₹1,20,000/- Annual Secretarial Compliance Report and one Scrutinizer Report. In case more than one Scrutinizer Report is required, the fees shall be charged separately for each report, as mutually agreed. b. Not Applicable c. Not Applicable d. ₹18,75,000/- paid to the proposed Secretarial Auditor by the Company including group companies in the last financial year for secretarial audit, advisory, certification and reports.

4.	Past association (name and number of years to be disclosed) of the proposed Secretarial Auditor with: (i) Promoter / Promoter Group during the last 3 years (ii) Group companies (holding, subsidiary, associate, joint ventures) of the listed entity during the last 3 years. Provided that the details mentioned above shall be disclosed only if the past association in any of the 3 years has resulted in one of the following. (iii) Total income received by the firm from entities mentioned at (i) and (ii) above during that particular financial year exceeded 10% of the gross turnover of the firm at the end of the immediate preceding financial year of the appointment / reappointment.	(i) Not associated with Promoter/Promoter Group during last 3 years. (ii) The proposed Secretarial Auditor has been associated with the following subsidiaries of the listed entity during the last 3 years: • Optival Health Solutions Private Limited • Wynclark Pharmaceuticals Private Limited • Kalyani Meditimes Private Limited • Clearancekart Private Limited • Nova Sud Pharmaceuticals Private Limited • MedPlus Insurance Brokers Private Limited Additionally, the proposed Secretarial Auditor has been associated with the following step-down subsidiaries during the last 3 years: • Deccan Medisales Private Limited • Sai Sridhar Pharma Private Limited • Shri Banashankari Pharma Private Limited • Sidson Pharma Distributors Private Limited • Venkata Krishna Enterprises Private Limited (iii) The total income received by the firm from the entities referred to in items (i) and (ii) during the relevant financial year did not exceed 10% of the gross turnover of the firm as per the immediately preceding financial year prior to the appointment / reappointment.
5.	Terms of the appointment as approved by the Board of Directors.	As mentioned in Resolution and Explanatory Statement.
6.	Rationale of the Board of Directors for recommending the individual / Firm with past orders, if applicable, against them for appointment as Secretarial Auditor.	As mentioned in Resolution and Explanatory Statement.

In this background, your Board has placed the proposal for appointment of Secretarial Auditor for a period of five years and fixation of remuneration, for your approval.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed transactions, except to the extent of their directorship and / or shareholding in the Company and / or Related Parties.

The Board of Directors recommends the approval of the resolution as Ordinary Resolutions as set out at Item No. 3 of this notice.

ITEM NO. 4 Approval of Material Related Party Transactions of the Company with Optival Health Solutions Private Limited a Material Subsidiary Company.

As per the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23(4) of the Listing Regulations, material transactions with related parties and subsequent material modifications require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per proviso to Regulation 23(1) of the Listing Regulations, transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company. whichever is lower. The consolidated turnover of the Company as per the audited financial statements for FY 2024-25 stood at 61846.69 million. Accordingly, the limit of material RPT for the Company, based on the consolidated audited financial

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statements of the Company as on March 31, 2025 is ₹6184.66 million or ₹1000 Cr. whichever is lower. ("Materiality Threshold").

The Members of the Company, at their Annual General Meeting held on September 26, 2022, accorded their approval for entering material related party transactions with Optival Health Solutions Private Limited ("Optival") for a period of five (5) years i.e., from FY 22-23 to FY 26-27 for the value not exceeding ₹ 8000 millions.

The Company in its ordinary course of business engages in contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Optival, being the material subsidiary of the Company as per Listing Regulations. The transactions proposed to be undertaken by the Company with Optival are likely to exceed the Materiality Threshold of the Company under Reg. 23 of Listing Regulations.

Particulars required under Section III-B of SEBI Master Circular dated November 11, 2024 are provided below:

S. no	Particular	Details
1.	Name of the Related Party	Optival Health Solutions Private Limited
2.	Type of transaction	1. Sale & purchase of goods; 2. Rendering or availing of services, 3. Management services, 4. Receipt of Brand fee, 5. Leasing of or leasing out property, 6. Sale or Purchase of property, 7. Payment made by MedPlus on behalf of Optival, 8. Deemed Investment, 9. Jobwork charges, 10. Coupon collection received or paid
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	• Optival is a subsidiary of the Company • The nature of concern is otherwise wherein is some cases Company is buyer and Optival is seller or vice versa, or where Company is a service provider and Optival is service recipient or vice versa.
5.	Tenure of the proposed transaction	April 1, 2025 to March 31, 2026
6.	Value of the proposed transaction	Upto ₹10033.65 million
7.	Value of RPT as percentage of	
	• Company's audited consolidated annual turnover of ₹61846.69 million for the financial year 2024-25.	Approx 17.92%
	• Subsidiary's annual standalone turnover for the financial year 2024-25.	Not Applicable
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	**N/A**
	I. details of the source of funds in connection with the proposed transaction	**N/A**

S. no	Particular	Details
	II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	**N/A**
	III. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	**N/A**
	IV. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	**N/A**
9.	Justification as to why the RPT is in the interest of the Company.	The Optival Health Solutions Private Limited ("OHSPL"), a material subsidiary of the Company, operates one of the largest and most trusted retail pharmacy chains in India under the brand name "MedPlus." The proposed transactions with OHSPL are in the best interest of the Company and its shareholders due to the following compelling reasons: 1. Strategic Business Alignment & Brand Leverage OHSPL exclusively operates under the "MedPlus" brand, offering an established retail footprint, logistics capability, and consumer trust. This enables efficient monetization of pharmaceutical and healthcare-related products, aligning seamlessly with the Company's core business strategy. 2. Major Contributor to Consolidated Revenue as on March 31, 2025, approximately 98% of the Company's consolidated turnover is derived from transactions with OHSPL. This makes OHSPL a critical revenue-generating engine and strategic arm of the Company. 3. The proposed RPTs support operational continuity in areas such as: (i) Shared services (e.g., IT, branding, HR, logistics) (ii) Purchase/sale of products (iii) Infrastructure sharing (rental, warehousing).
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder.	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or cost on cost plus reasonable market basis as well as in line with the Company's Policy on Materiality and dealing with related parties.
11.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts pursuant to section 102(1) of the Act, forming part of this notice.

The material related party transactions as set out in Item No. 4 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee. Approval of Members sought for the material related party transactions as given in Item No. 4 shall be valid for a period of one year April 1, 2025 to March 31, 2026. No related party of the Company shall vote to approve resolution(s) set out in Item no. 4 of the Notice, whether such related party, is a related party to the particular transaction(s) or not.

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None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed transactions, except to the extent of their directorship and / or shareholding in the Company and / or Related Parties.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolutions as set out in Item No. 4 of this Notice for approval of the members.

ITEM NO. 5. Ratification of remuneration to M/s. M P R & Associates, Cost Accountants (Firm Registration No.: 000413), Cost Auditors of the Company for the financial year 2025-26

Upon recommendation of the Audit Committee, the Board of Directors of the Company approved the appointment of M/s. M P R & Associates, Cost Accountants (Firm Registration No.: 000413), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of ₹1,30,000/- (Rupees One Lakh Thirty Thousand only), plus applicable taxes and out of pocket expenses, if any in connection with the aforesaid audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, as amended, and other applicable provisions, if any, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. M/s. M P R & Associates, Cost Accountants has furnished the eligibility certificate for appointment as Cost Auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed transactions, except to the extent of their directorship and / or shareholding in the Company and / or Related Parties.

The Board of Directors recommends the approval of the Resolution as Ordinary Resolutions as set out at Item no. 5 of the Notice.

By Order of the Board
For **MedPlus Health Services Limited**

Sd/-
Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Registered Office:
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, Moosapet,
Kukatpally, Hyderabad - 500037, Telangana

Date: August 02, 2025
Place: Hyderabad

NOTE:- IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that a company can serve the notice / documents including Annual Report by sending e-mail to its Members. To support this green initiative of the Government in full measure, the Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses and in case of Members holding shares in demat, with the depository through concerned Depository Participants.

ANNEXURE A

Brief profile of Directors proposed for re-appointment

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

Name of Director	**Dr. Cherukupalli Bhaskar Reddy**
Date of Birth	13/06/1968
Age	57 years
Date of first appointment on the Board	26/10/2023
Qualification	MBBS, M.S in Gen-Surgery, FRCS (Edinburgh -UK)
Brief Profile and Experience and Expertise	Dr. Cherukupalli Bhaskar Reddy has done MBBS from Kurnool Medical College, Andhra Pradesh in the year 1992, MS in Gen Surgery from Manipal Academy of Higher Education (MAHE), Mangalore in the year 1997 and FRCS from Edinburgh (UK) in the year 2003. He is associated with the Company/ group since inception of the Company. He was overseeing the Recruitment, training, expansion of the business and having rich experience more than two decades in the field of retail pharmacy, business strategy, building the leadership and making company towards process driven establishment. He is looking after the pharmacy operations of the Company.
Remuneration Last Drawn	11.96 millions.
Remuneration to be Drawn	N/A
No of Board Meeting attended during the year	Refer Corporate Governance Report of the Annual Report.
Shareholding in the Company	6,09,687 equity Shares (0.51%) as on Aug 02, 2025
Relationship with other Directors and KMPs	Not related to any Director/Key Managerial Personnel of the company
Directorships held in other Companies	• Optival Health Solutions Private Limited • Nova Sud Pharmaceuticals Private Limited • Kalyani Meditimes Private Limited • Clearancekart Private Limited • Wynclark Pharmaceuticals Private Limited • Agilemed Investments Private Limited • Lone Furrow Investments Private Limited • Gangadi Investments Private Limited • Dr. Bhaskarreddy and Madhulatha Ventures Private Limited • Madhukar Gangadi Ventures Private Limited
Chairperson/Membership of committee held in other Companies	• Wynclark Pharmaceuticals Private Limited
Listed Entities from which the person has resigned in the past 3 years	NIL
Terms and Conditions of Appointment	No Change from the appointment as WTD of the Company vide its resolution dated November 30, 2023.

Management, Discussion and Analysis

Indian Economy

FY2024-25 underscored India's sustained economic vigour, characterised by impressive Real GDP growth of 6.5% for the full year. This expansion, fuelled by strong domestic consumption and strategic capital deployment, solidifies India's position as a beacon of growth in the global economy.

Outlook

India's real GDP is expected to grow by 6.3% in FY2025–26 and 6.4% in FY026–27, supported by rising real incomes, a strengthening labour market, and moderate inflation. Private consumption is set to improve steadily, while investment will benefit from falling interest rates and continued public capital expenditure.

Inflation is projected to remain near the 4% annual target, though risks remain from an uneven monsoon or rising global commodity prices. The Union Budget 2025–26 outlines a path of gradual fiscal consolidation, targeting a reduction in the fiscal deficit from 4.8% to 4.4% of GDP.

Indian Pharma Industry Best Practices

Pharmaceutical best practices are standardised, science-backed protocols that ensure drug quality, safety, and efficacy across manufacturing, R&D, and distribution. They combine regulatory compliance (e.g., GMP), ethical rigour, and cutting-edge tech to deliver life-saving treatments reliably.

Pharma best practices ensure patient safety, regulatory compliance, and drug efficacy while optimising efficiency and innovation. They build public trust, prevent costly recalls, and sustain global competitiveness in a high-stakes industry.

The Indian pharmaceutical industry is one of the largest and most advanced among emerging economies, known for its generic drug production and global supply chain contributions. Best practices in the Indian pharma industry are shaped by regulatory compliance, innovation, quality assurance, and sustainability. Below are key best practices, based on industry standards and insights from available information:

1. **Regulatory Compliance and Certifications**
   - Adherence to global regulatory standards such as those set by the US FDA, EMA, and WHO-GMP (Good Manufacturing Practices) is critical.
   - Regular audits and inspections to align with Schedule M of the Drugs and Cosmetics Act, 1940, ensure domestic compliance.

2. **Quality Control and Assurance**
   - Implementation of robust Quality Management Systems (QMS) to monitor all stages of production, from raw material sourcing to finished products.
   - Use of advanced analytical techniques and quality-by-design (QbD) principles to ensure consistent drug quality and reduce variability.
   - Continuous training of personnel on Current Good Manufacturing Practices (cGMP) to maintain high standards.

3. **Research and Development (R&D)**
   - Investment in R&D for developing cost-effective generics, biosimilars, and novel drug delivery systems. Some big companies allocate significant budgets (5-10% of revenue) to R&D.
   - Collaboration with academic institutions and global research organisations to foster innovation.
   - Focus on developing complex generics and specialty drugs to cater to global markets.

4. **Supply Chain and Logistics Efficiency**
   - Adoption of digital tools and blockchain technology for supply chain transparency, ensuring traceability of raw materials and finished products.
   - Cold chain logistics for vaccines and biologics, with companies excelling in maintaining temperature-controlled supply chains.

- Strategic partnerships with global distributors to ensure timely delivery, especially for exports (India supplies ~20% of global generic drugs).

5. **Sustainability and Environmental Responsibility**
   - Implementation of green chemistry principles to minimise waste and reduce environmental impact during manufacturing.
   - Adoption of energy-efficient technologies and renewable energy sources in production facilities.
   - Compliance with effluent treatment and waste disposal regulations to meet environmental standards.

6. **Digital Transformation and Industry 4.0**
   - Use of automation, artificial intelligence, and data analytics to optimise manufacturing processes and improve operational efficiency.
   - Implementation of Enterprise Resource Planning (ERP) systems for streamlined operations and real-time data management.
   - Leveraging big data for market analysis and demand forecasting to stay competitive.

7. **Talent Development and Workforce Safety**
   - Continuous training programs to upskill employees on new technologies, regulatory changes, and safety protocols.
   - Emphasis on workplace safety through adherence to occupational health standards and regular safety audits.
   - Promoting diversity and inclusion in the workforce to foster innovation and collaboration.

8. **Patient-Centric Approach**
   - Development of affordable medicines to address unmet medical needs, particularly in low-income regions.
   - Engagement in public health initiatives, such as vaccination drives and awareness campaigns.
   - Transparent communication with stakeholders about drug safety, efficacy, and pricing.

9. **Intellectual Property and Ethical Practices**
   - Respecting intellectual property rights while leveraging India's patent laws to produce affordable generics post-patent expiry.
   - Adopting ethical marketing practices and avoiding misleading claims about drug efficacy.
   - Robust pharmacovigilance systems to monitor adverse drug reactions and ensure patient safety.

10. **Global Market Expansion**
    - Strategic focus on exports to regulated markets (US, EU) and semi-regulated markets (Africa, Latin America) to diversify revenue streams.
    - Building strong regulatory teams to navigate complex approval processes in different countries.
    - Establishing local manufacturing units or joint ventures in key markets to reduce costs and improve access.

Indian Pharmacy Retail Industry

Driven by favourable demographic shifts, increasing health awareness, and the rapid adoption of digital healthcare solutions, the Indian Pharmacy Retail Market is currently undergoing significant transformation and robust expansion.

Valued at approximately USD 22.7 billion in 2024, the market is projected to achieve a Compound Annual Growth Rate (CAGR) of 6.62% from 2025 to 2032, reaching an estimated USD 37.9 billion. This growth trajectory underscores the sector's dynamic nature and its increasing importance within the broader Indian healthcare landscape.

Historically, the Indian pharmacy retail sector has been characterised by its fragmented nature, with a predominance of unorganised neighbourhood stores. However, a discernible shift towards organised retail formats and the burgeoning e-pharmacy model is reshaping the competitive landscape. These organised segments are demonstrating significantly faster growth rates, attracting substantial investment and strategic interest from major players.

Leading pharmacy chains are strategically adopting omnichannel approaches, integrating advanced technology, and diversifying their product and service portfolios to include high-margin segments such as wellness products and diagnostic services.

These strategies are crucial for capturing market share and enhancing profitability within a complex regulatory environment and an intensely competitive market. The industry's evolution is further influenced by ongoing consolidation efforts, as larger entities seek to expand their footprint and achieve economies of scale, positioning the sector for sustained long-term growth.

Government Initiatives

The Indian government is actively implementing various policies and initiatives to bolster the healthcare sector and, by extension, the pharmacy retail industry. The **National Health Policy** aims to reduce premature mortality from Non-Communicable Diseases (NCDs) by one-third by 2030, which necessitates consistent medical support and long-term therapies, driving demand for pharmaceuticals.

Digital health programs like the **Digital India initiative**, **Ayushman Bharat**, and the **National Digital Health Mission** are contributing to the broader acceptance and growth of digital healthcare solutions, including e-pharmacies. Government support for e-pharmacies, through policy recognition and regulatory reforms, is crucial for their expansion and contributes to a more accessible and connected healthcare ecosystem.

Key Trends

- **Digital Transformation and Automation:** Pharmacies are increasingly adopting digital tools for inventory management, real-time tracking, billing, and customer relationship management. AI and big data analytics are being used for demand forecasting and supply chain optimisation.
- **Rise of E-Pharmacies:** Online pharmacies are revolutionising access to healthcare products by offering convenience, competitive pricing, and doorstep delivery, especially to remote areas.
- **Expansion of Organised Retail:** Organised pharmacy chains are expanding their presence beyond metropolitan areas into Tier II and III cities, leveraging centralised procurement, logistics efficiency, and technology integration.
- **Increased Focus on Cold Chain Distribution:** The growing demand for temperature-sensitive products like vaccines and biologics is leading to increased investments in cold storage facilities and advanced tracking technologies.
- **Direct-to-Consumer (DTC) Models:** The DTC model is gaining traction, with consumers directly ordering medicines online for home delivery.
- **Preventive Healthcare and Wellness:** There's a rising consumer awareness and demand for preventive healthcare products, including vitamins, supplements, immunity boosters, and herbal remedies.
- **Expanded Role of Pharmacists:** Pharmacists are increasingly expected to take on more responsibilities beyond dispensing, including patient counselling, medication adherence programs, and health screenings.
- **Consolidation:** The market is likely to see intensified consolidation as organised players acquire smaller pharmacies to strengthen their networks and achieve economies of scale.
- **Sustainability:** Pharma distributors are focusing on sustainable business practices, including electric vehicles for transportation and minimising plastic packaging.

Challenges

- **Fragmented Market:** The market is still largely dominated by small, independent local stores, posing challenges for standardisation, data visibility, and regulatory compliance.
- **Shortage of Qualified Pharmacists:** A scaling shortage of qualified professionals can impact operational efficiency and the ability to provide advanced services.
- **Inventory Management:** Ensuring adequate stock while avoiding overstocking, managing expiry dates, and keeping up with new product introductions is complex.
- **Price Control and Competition:** Intense competition and government price controls can put pressure on margins, especially for traditional pharmacies.
- **Data Management and Integration:** Challenges in tracking and managing data across a complex supply chain, data silos, and data quality issues.
- **Counterfeit Products:** Preventing counterfeit drugs from entering the supply chain remains a concern.
- **Customer Loyalty:** Building customer loyalty, especially for newer organised players, can be a challenge against established local pharmacies.

Opportunities

- **Increasing Healthcare Awareness:** Growing health consciousness and a proactive approach to wellness are driving demand for pharmaceuticals and health products.

- **Rising Chronic Diseases and Ageing Population:** The increasing prevalence of chronic diseases and an ageing population ensure a sustained demand for medications.
- **Government Support and Digital India Initiatives:** Government policies promoting digital healthcare and schemes like PMJAY create a conducive environment for growth and accessibility.
- **Technological Advancements:** The adoption of AI, IoT, cloud solutions, and pharmacy management software can improve operational efficiency, inventory management, and customer experience.
- **Expansion into Tier II and III Cities:** Untapped potential in smaller towns and rural areas offers significant growth opportunities for organised players.
- **Value-Added Services:** Opportunities to offer services beyond dispensing, such as health screenings, vaccinations, teleconsultations, and medication counselling.
- **Focus on Patient-Centric Care:** Tailoring services to individual patient needs and promoting better health outcomes can build stronger patient relationships.

MedPlus' Position in the Indian Pharmacy Retail Industry

MedPlus stands out as a leading and trusted player in the highly competitive Indian pharmacy retail landscape. As the second-largest pharmacy chain in India, MedPlus has steadily expanded its footprint by offering a unique combination of affordability, accessibility, and reliability. The Company operates on an omnichannel model that integrates a strong offline presence with a robust digital infrastructure, enabling seamless consumer access to pharmaceuticals, diagnostics, wellness and general fast moving Consumer Products.

In a sector traditionally dominated by unorganised players, MedPlus has positioned itself as a pioneer of the organised retail format, ensuring standardised pricing, genuine medicines, and superior customer service. Its focus on private label products, technology-driven inventory management, and end-to-end supply chain control helps maintain cost efficiency while enhancing margins.

The Company has strategically leveraged India's growing health awareness, rising chronic disease burden, and increasing internet penetration to expand its ePharmacy services. Its loyalty programs and membership benefits continue to drive customer stickiness, while expansion into tier II and III cities aligns with the broader industry trend of deepening retail healthcare access in underserved markets.

MedPlus' future strategy aligns with the evolving landscape of Indian pharmacy retail, which is moving towards consolidation, digital transformation, and regulatory compliance. Through continuous innovation and customer-centric practices, MedPlus is well-positioned to capitalise on emerging growth opportunities in the Indian pharmaceutical retail market.

https://www.credenceresearch.com/report/india-retail-pharmacy-market

MedPlus' Takes

The retail pharmacy industry in India is on the cusp of rapid expansion, and MedPlus Health Services Limited is well-placed to harness this trend. Being a sector that requires substantial capital investment for location selection and infrastructure development, it presents unique challenges. Nevertheless, our company's solid financial strength and deep industry experience position us to overcome these hurdles effectively.

Leveraging insights into market trends and customer profiles, we've built a robust network of storage facilities and delivery routes. Our comprehensive approach, which includes streamlined operations, innovative technology, and a seamless omnichannel strategy, positions us for rapid expansion.

As we expand our network of stores, we believe our distinctive qualities will enable us to capture a larger share of the organised pharmacy retail industry. MedPlus is prepared to be at the forefront of this emerging sector, utilising our knowledge and assets to foster success and establish ourselves as a leading force. With a solid vision and strong strategic plans, we are set for consistent expansion and outstanding performance.

Company Overview

MedPlus, established in 2006 by CEO Mr. Gangadi Madhukar Reddy, is a leading organised pharmacy retailer with a significant online and offline presence. What sets MedPlus apart, making it India's second-largest pharmacy chain by revenue, is its comprehensive, backward-integrated operations. The Company was established with a vision to provide customers with genuine, high-quality medicines by leveraging technology and addressing inefficiencies in the supply chain.

MedPlus is engaged in retail and wholesale operations, as well as the import, distribution, manufacturing, and contract manufacturing of private-label pharmaceuticals, wellness products, and FMCG goods. Additionally, it operates comprehensive diagnostic centres exclusively in Hyderabad, Telangana.

With a network of over 4,700 stores spread across thirteen states, one union territory and a workforce of over 25,000 permanent full-time employees, MedPlus has built a robust in-house, backward-integrated value chain. This integrated model has contributed significantly to its growth and enabled the Company to become the second-largest pharmacy retail chain in India by revenue.

Segmental Revenue

(₹ in Million)

	Revenue	
	FY 2025	FY 2024
Retail	60,268.86	55,490.52
Diagnostic services	1,081.07	748.85
Others	10.60	9.18

Retail Segment consists of Pharmacy stores across India, the Company has 4,712 stores (398 stores opened during the year FY 2025 and 670 stores during the year FY 2024) of which Matured stores (more than 12 months operational) is 4,316 stores as on year end March 31, 2025.The Company's mature outlets maintained solid operational performance, with 10.32% Store Level EBITDA margin.

Diagnostics Segment consists of pathology and radiology services, the Company has four full-service Diagnostic Centres and eight level-2 Diagnostic Centres as on March 31, 2025, and our customers have embraced it enthusiastically.

The other segment includes insurance broking business.

Private label share to consolidated revenue climbed from 14.26% to 19.29% in FY 2025. Consolidated gross margin has increased from 21.92% to 24.37% in FY 2025. This marks a new high for MedPlus and demonstrates the strength of its supply chain and operational skills.

Financial Overview

Summarised consolidated Profit and Loss statement

(₹ in Millions)

Particulars	FY 2025	% of Income FY 2025	FY 2024	% of Income FY 2024
Total Income	61,846.69		56,648.63	
Cost of goods sold (Purchases, materials, inventory)	46,406.61	75.03%	43,916.28	77.52%
Employee benefits expense	7,260.17	11.74%	6,255.19	11.04%
Finance costs	1,025.86	1.66%	964.33	1.70%
Depreciation and amortisation expense	2,498.43	4.04%	2,242.14	3.96%
Other expenses	2,822.73	4.56%	2,536.26	4.48%
Total Expenses	60,013.80	97.04%	55,914.20	98.70%
Profit before tax	1,832.89	2.96%	734.43	1.30%
Total tax expense / (benefit)	330.56	0.53%	78.66	0.14%
Profit after tax	1,502.33	2.43%	655.77	1.16%

Total Income

Total income increased from ₹56,648.63 to ₹61,846.69 between FY2023-24 and FY2024-25, indicating 9.18% growth in FY2024-25. This Growth has been contributed by mature stores and new stores.

Cost of Goods Sold

The Company's Cost of Goods Sold (COGS) for FY2024-25 was ₹46,406.61 million. This represents an increase of 5.67%, compared to ₹43,916.28 million in FY2023-24.

Employee Benefit Expenses

Employee benefit expenses increased from ₹6,255.19 to ₹7,260.17 reflecting a 16.07% increase in FY 2025.

This incremental cost is mainly driven by additional manpower for new stores and general increase in Salaries.

Finance Costs

It has increased by 6.38% in FY2024-25. The Company reported finance costs of ₹1,025.86 million for FY2024-

25, which is higher than the ₹964.33 million recorded in FY2023-24. This incremental cost is mainly due to addition of new stores and warehouses.

Depreciation and Amortisation Expenses

The Depreciation & Amortisation expenses are ₹2,498.43 million for FY2024-25. It represents an 11.43% increase in expenses compared to ₹2,242.14 million in FY2023-24.

Other Expenses

Other expenses increased from ₹2,536.26 to ₹2,822.73 reflecting a 11.29% increase in FY 2025, primarily driven by increase in electricity, packing and forwarding charges and other operational expenses primarily on account of addition of new stores and expansion of warehouses compensated by decrease in advertisement and sales promotion expenses.

Total Tax Expenses

Tax expenses for FY2025 are ₹330.56 compared to ₹78.66 in FY2024. The increase is due to higher profits in FY2025. In FY2024, tax expenses were lower because of a deferred tax benefit from claiming the remaining portion of a tax incentive under section 80JJAA.

Profit After Tax

The Company reported a Profit After Tax (PAT) of ₹1,502.33 million for FY 2024-25. This marks a significant increase of 129.09% compared to ₹655.77 million in FY 2023-24.

Key Balance Sheet Items

Particulars	FY 2025	FY 2024	% Change YoY
Property, plant and equipment	2,906.71	3185.71	-8.76%
Inventories	13450.99	13402.34	0.36%
Cash and Bank balances including bank deposits	4422.56	1701.84	159.87%
Trade payables	2,989.59	2530.35	18.15%
Trade receivables	132.71	175.04	-24.18%
Total equity (Shareholders funds / networth)	17,398.99	15773.59	10.30%

Key Financial Ratios

Particulars	FY 2025	FY 2024	% Change YoY
Inventory Turnover (Days)	80.01	86.97	-8.00%
Interest Coverage Ratio	2.79	1.76	58.19%
Current Ratio	3.20	2.98	7.27%
Debtors Turnover (Days)	0.79	1.14	-30.50%
Operating Profit Margin	4.66%	3.02%	54.26%
Net Profit Margin	2.45%	1.17%	110.01%
Return on Net Worth	NA	NA	NA

Explanation of the Ratios

- Inventory turnover ratio measures the efficiency with which a Company utilises or manages its inventory. It establishes the relationship between revenue from operations and inventory held during the period. It is calculated by dividing the inventory with revenue from operations and multiplied by 365 days.
- Interest Coverage Ratio measures how many times a company can cover its current interest with its available earnings. It is calculated by dividing earnings before interest and tax by total finance cost.
- Current ratio indicates a company's overall liquidity position and measures company's ability to pay short-term obligations or those due within one year. It is calculated by dividing current assets by current liabilities.
- Debtors'(Trade receivables) turnover ratio measures the efficiency with which a Company utilises or manages its debtors. It establishes the relationship between revenue from operations and debtors held during the period. It is calculated by dividing the debtors with revenue from operations and multiplied by 365 days.

Management, Discussion and Analysis (Contd.)

- Operating margin % - operating margin measures how much profit a company makes on a rupee of sales after paying for cost of goods sold, employee benefits expenses, other expenses and depreciation and amortization expenses, but before paying finance cost and tax. It is calculated by dividing EBIT by revenue from operations.
- Net profit margin % net profit margin measures how much net profit a company makes on a rupee of sales It is calculated by dividing a company's profit after tax by its revenue from operations.
- Return on Networth/ equity is a measure of profitability of a company expressed in percentage. It is calculated by dividing net profit by average net worth/ total equity.

Risk Management

MedPlus, like any large retail pharmacy chain, faces various risks across its operations. Effective mitigation strategies are crucial for its sustained success. Here's a breakdown of some key risks and their potential mitigation strategies:

Risk Category	Description of Risk	Mitigation Strategies
Intense Competition & Pricing Pressure	High competition from retail and online pharmacies results in pricing pressure. MedPlus's reliance on branded products (~75% of sales) makes it vulnerable to margin squeeze.	- Integration of 4,700+ physical stores with online platforms (Mart, Lens, Labs) for convenience and reach. - Expanding own brands to reach 20–25% revenue share by FY25; higher margins. - Over 5 million loyalty members and ~70% retention rate. - Discounts up to 20% off MRP to attract price-sensitive customers. - Expanding into diagnostics, teleconsultations, and other health services.
Regulatory Changes & Compliance	Exposure to drug pricing controls (DPCO), evolving online pharmacy norms, and regulatory scrutiny by NPPA, PCI. Non-compliance can result in penalties and operational disruptions.	- Dedicated team/system for real-time tracking of policies. - Strong internal policies, regular audits, and staff training. - Consultation with legal experts and active participation in pharma bodies.
Supply Chain & Inventory Risks	With over 18,000 SKUs, MedPlus faces inventory and distribution challenges like stockouts, overstocking, and high holding costs. Overdependence on a few suppliers and South India concentration (~70% revenue) are added risks. Counterfeit drugs also pose credibility threats.	- Sourcing directly from manufacturers; expanded vendor base. - Real-time tracking, forecasting, and warehouse automation. - Investment in logistics, warehouses, and distribution. - Strong quality control and collaboration with authorities.
Cybersecurity & Data Privacy Risks	Vulnerability to cyberattacks and data breaches affecting operations, customer trust, and legal compliance. Previous incidents highlight system susceptibility.	- Firewalls, encryption, intrusion detection, and regular audits. - Adherence to data privacy laws, access controls, and secure storage. - Periodic awareness sessions on phishing, cyber hygiene. - Structured plan for quick detection and mitigation. - Regular audits of third-party systems.
Financial Risks	Promoter share pledging affects investor confidence. Fixed costs from store operations (rents, wages, utilities) pressure profitability.	- Healthy cash flow, efficient operations, strategic pricing. - Gradual lowering of promoter pledging to boost confidence. - Use of tech and analytics to reduce store-level overheads.

Risk Category	Description of Risk	Mitigation Strategies
Human Resource Risks	Attracting and retaining qualified pharmacists and support staff is challenging. Service quality and business continuity can be impacted by staff attrition or skill gaps.	- Competitive pay and benefits to retain talent. - Regular skill development and learning modules. - Positive culture, welfare schemes, and transparent HR practices. - Structured pipeline for key roles to ensure continuity.

Internal Control and Adequacy

The company maintains a strong internal control structure that governs all its activities and operations. It continuously aims to integrate all aspects of the business, from fundamental operational tasks to critical strategic support functions.

The company ensures that all its methods comply with established rules, practices, and legal requirements. To achieve this, it has developed well-documented policies, clear authorisation and approval processes, and routine audits.

The internal audit system encompasses all financial and operational controls across every department, division, and function. The internal audit team regularly examines the organisation's different operations and identifies areas for improvement.

Human Resources

MedPlus considers its team members as its most valuable resources, recognising their significant contribution to the company's long-term vision and sustained success. The company is committed to treating all team members equally and fairly, regardless of their position within the organisation. In turn, all team members are dedicated to acting with compassion, integrity, honesty, and high ethical standards as they pursue their career aspirations within the company.

As an organisation, MedPlus is committed to fostering a culture that provides an energetic, enabling, safe, and open work environment for all its team members. The company also focuses on recruiting talent from diverse, world-class institutions and then nurturing and retaining them. This approach aims to help employees develop cross-functional expertise and consistently deliver a high-quality experience for all customers. In compliance with the requirements of paragraph B(1)(h) of Schedule V of the Listing Regulations, there have been no material developments in this area.

Cautionary statement

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations, maybe 'forward-looking statements' within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

Board's Report

Dear Members,

Your directors have pleasure in presenting here the Nineteenth (19th) Annual Report of the Company along with the Audited Standalone and Consolidated Financial Statements and the Auditor's Report thereon for the financial year ended March 31, 2025.

FINANCIAL HIGHLIGHTS

(₹in Millions)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from Operations	7,130.97	4,670.30	61,360.53	56,248.55
Other Income	89.35	73.12	486.16	400.08
Profit before Depreciation, Finance Costs, Exceptional Items and Taxation	867.34	394.94	5357.18	3940.90
Less: Depreciation and Amortization Expenses	269.37	241.11	2,498.43	2242.12
Profit before Finance Costs, Exceptional Items and Taxation	597.97	153.83	2858.75	1698.76
Less: Finance Costs	86.25	84.43	1,025.86	964.33
Profit before Exceptional Items and taxation	511.72	69.40	1832.89	734.43
Add: Exceptional Items	-	-	-	-
Profit before taxation	511.72	69.40	1,832.89	734.43
Less: Tax Expenses/(Benefit)	108.37	(25.00)	330.56	78.66
Profit for the year	403.35	94.40	1,502.33	655.77
Other Comprehensive Income/(loss) for the year	2.00	4.35	1.46	(0.55)
Total Comprehensive Income for the year	405.35	98.75	1,503.79	655.22

PERFORMANCE OF THE COMPANY

Your Company is a leading retail pharmacy Company. During the year the total income was ₹ 61,846.69 million. On standalone basis, your Company's revenue stood at ₹ 7,130.97 million in the FY 2024-25 as against ₹ 4,670.30 million in the corresponding previous year, with a growth of 52.69% from the previous year and on consolidated basis, the revenue stood at ₹ 61,360.53 million in the FY 2024-25 as against ₹ 56,248.55 million in the corresponding previous year with a growth of 9.09%.

During the year, 398 stores were added to the cluster store network of the Company as compared to 670 stores in the corresponding previous year. As on March 31, 2025, the Company's total fleet of stores is 4,712 as compared to 4,407 stores in the corresponding previous year.

The Diagnostics business is complementary to our Pharmacy business. The Company now has 12 Diagnostics Centers in Hyderabad. These are supported by over hundred sample collection centers. As on March 31, 2025, there were 157000 active plans.

TRANSFER TO GENERAL RESERVES

The Company has transferred the amount of 2.09 million from Employee Stock Option Plan outstanding to General Reserves for options which were lapsed during the year ended March 31, 2025.

SHARE CAPITAL

As on March 31, 2025, the paid-up Equity Share Capital of the Company is ₹239.39 million, consisting of 11,96,93,831 equity shares of ₹2 each, there has been no change in paid up capital except change upto ₹0.31

million due to issuance of ESOP during the year under review on May 28, 2024 and December 18, 2024.

DEPOSITS

The Company has not accepted any deposit from the public and as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS

During the year, the Company has not made any investments. The loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in this Annual Report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no contracts, arrangements or transactions during the year that fall under Section 188(1) of the Companies Act, 2013. As required under the Companies Act, 2013, the prescribed Form AOC-2 is appended as **Annexure A** to the Board Report. All Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis. In line with the requirement of the Act and the SEBI Listing Regulations the Company has amended the Policy on Materiality of and dealing with Related Party Transactions. In accordance with Section 134(3)(h) of the Act, and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of the contracts or arrangements with related parties referred to in Section 188(1) of the Act, in Form AOC-2 is attached as **Annexure A** to this Board's Report. All related party transactions and subsequent modifications are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for related party transactions on a annual basis for transactions which are of repetitive nature and/ or entered in the ordinary course of business and are at arm's length. All contracts and arrangements with related parties were at arm's length and in the ordinary course of business of the Company. Details of related party disclosures form part of the notes to the financial statements provided in the Annual Report. The Policy on Materiality of and dealing with Related Party Transactions is available on the Company's website: https://www.medplusindia.com/uploads/content/Policy%20on%20Materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf

DIVIDEND

Your directors have not recommended any dividend for the financial year 2024-25.

DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy contains the requirements mentioned in Regulation 43A of the SEBI Listing Regulations and the same is available on the Company's website on https://www.medplusindia.com/uploads/content/Policy-on-Dividend-Distribution.pdf.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Management Discussion and Analysis Report is set out in this Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiaries are prepared in accordance with Section 129(3) of the Companies Act, 2013 and IND AS 110 and 111 as specified in Companies (Indian Accounting Standards) Rules, 2015 along with all relevant documents and the Auditors' Report which forms part of this Annual Report. Pursuant to Section 136 of the Act, the audited financial statements, including the Consolidated Financial Statement and related information of the Company and the separate financial statements of each of the subsidiary companies, are available on the Company's website at https://www.medplusindia.com/.

BOARD POLICIES

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations as amended time to time, the Board of Directors has approved and adopted the policies and the same is provided in **Annexure B** of the Board's report which forms part of this Annual Report.

POLICY ON PREVENTION OF SEXUAL HARRASMENT (POSH)

Pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, (POSH) the Company has framed a policy on Prevention and Resolution of Sexual Harassment at workplace. The Company's goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences, and other factors, and contribute to the best of their abilities. Towards this, the Company has set up the Internal Complaints Committees ("ICC") to redress complaints received regarding sexual harassment and the Company has complied with provisions relating to the constitution of ICC under the Act. All employees (permanent, contractual, temporary, trainees) are covered under this Policy https://www.medplusindia.com/uploads/content/Policy%20on%20Prevention%20and%20Resolution%20of%20Sexual%20Harassment%20at%20Workplace.pdf The details of the Complaints received, resolved and pending are provided in the Corporate Governance Report which forms part of this Annual Report.

EMPLOYEES STOCK OPTION SCHEME

The Company grants share-based benefits to eligible employees with a view to attract and retain the best talent, encouraging employees to align individual performances with Company objectives, and promoting increased participation by them in the growth of the Company. The Company is having MedPlus Employees Stock Option and Shares Plan 2009 ('ESOP, 2009') and MedPlus Employees Stock Option and Shares Plan 2021 ('ESOP, 2021') in line with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB & SE Regulations'). Upon the recommendation of Nomination and Remuneration Committee and Board of Directors, the Members of the Company by way of Postal Ballot, approved extending the benefits of ESOP, 2021 to the employee of the subsidiary companies on June 18, 2023. The Company's Secretarial Auditors, M/s. R & A Associates, Practising Company Secretaries, have certified that the Employee Stock Option Schemes of your Company have been implemented in accordance with the Regulations and the resolutions passed by the Members in this regard.A statement containing details of ESOP grant during the year is annexed to this Board's Report as **Annexure C.**

SUBSIDIARIES

As on March 31, 2025, the Company is having six direct subsidiaries i.e. Optival Health Solutions Private Limited ("OHSPL"), is a material subsidiary, Wynclark Pharmaceuticals Private Limited ("WPPL"), Kalyani Meditimes Private Limited ("KMPL"), Clearancekart Private Limited ("CPL"), Nova Sud Pharmaceuticals Private Limited ("NSPPL") and MedPlus Insurance Brokers Private Limited ("MIBPL") and five step down subsidiaries which are Deccan Medisales Private Limited, ("DMPL"), Sai Sridhar Pharma Private Limited ("SSPPL"), Shri Banashankari Pharma Private Limited ("SBPPL"), Sidson Pharma Distributors Private Limited ("SPDPL") and Venkata Krishna Enterprises Private Limited ("VKEPL). There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). The statement containing the financial position of the subsidiary companies forms part of the Annual Report. The Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared the consolidated financial statements, which form part of this Annual Report. The statement also provides details of the performance and financial position of each of the subsidiaries, along with the changes that occurred during the year under review. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiaries. The Policy for determining Material Subsidiaries is available on the Company's website: https://www.medplusindia.com/uploads/content/Policy%20on%20Material%20Subsidiary.pdf. Further, a statement containing the salient features of the financial statements of subsidiaries in the prescribed format AOC-1 is appended as **Annexure D** to the Board's report.

During the year under review, there is no subsidiaries which are yet to commence operations and liquidated or sold during the year except MHS Pharmaceuticals Private Limited amalgamated with MedPlus Health Services Limited and thus ceased to be a subsidiary of the Company as per the Companies Act, 2013 ("Act").

MERGERS AND ACQUISITIONS

During the year under review, the MHS Pharmaceuticals Private Limited the subsidiary of the Company (Transferee Company) amalgamated with MedPlus Health Services Limited (Transferor Company). The Company has received approval of merger order from NCLT, Hyderabad Bench vide order ref no. CP (CAA) No. 02/230/HDB/2024 connected with CA (CAA) NO.55/230/HDB/2023 dated August 14, 2024.

INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

The Company has not declared any dividend so far. Thus, the Company has no unclaimed dividend to transfer to IEPF pursuant to provisions of Sections 124 and 125 of the Company's Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time. Hence, the company has not transferred any amount to the said fund.

BOARD OF DIRECTORS

The Company is having six Board members comprising of Mr. Gangadi Madhukar Reddy (Managing Director and CEO), Dr. Cherukupalli Bhaskar Reddy (Whole Time Director, Mr. Murali Sivaraman (Non-Executive Independent Director), Mr. Madhavan Ganesan (Non-Executive Independent Director) Ms. Aparna Surabhi (Non-Executive Independent Director) and Mr. Thyagarajan Muralidharan (Non-Executive Independent Director).

During the year under review, Ms. Aparna Surabhi and Mr. Thyagarajan Muralidharan were appointed as Non-Executive Independent Director and the same was approved by the members. Ms. Hiroo Mirchandani, Non-Executive Independent Director has completed her tenure and Mr. Anish Saraf, Non-Executive Director ceased to be a director of the Company.

The Board placed on record its deep appreciation for the services rendered by Ms. Hiroo Mirchandani and Mr. Anish Saraf as director of the Company.

Dr. Cherukupalli Bhaskar Reddy (DIN: 00926550), Whole Time Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment. Brief profile of Dr. Cherukupalli Bhaskar Reddy given in the notice convening in the 19th AGM forming part of this report. The Board recommends Dr. Bhaskar's re-appointment as Whole Time Director of the Company to the shareholders.

KEY MANAGERIAL PERSONNEL

Mr. Gangadi Madhukar Reddy (Managing Director and CEO), Dr. Cherukupalli Bhaskar Reddy (Whole Time Director), Mr. Sujit Kumar Mahato (Chief Financial Officer) and Mr. Manoj Kumar Srivastava (Company Secretary and Compliance Officer) are designated as the Key Managerial Personnel ('KMP') of the Company pursuant to the provisions of the Companies Act, 2013.

DECLARATION BY THE DIRECTORS AND INDEPENDENT DIRECTORS

The Board of Directors and the Independent Directors contain integrity, expertise and independence to perform their services. The brief profile of Directors including Independent Directors is provided in Corporate Governance Report. The Company has received necessary declaration from each Independent Directors under Section 149(7) of the Act confirming that they meet the criteria of independence laid down in the Act and Code for Independent Directors as prescribed in Schedule IV of the Act and the SEBI Listing Regulations as amended from time to time. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

MEETING OF THE BOARD AND COMMITTEE

During the year under review, seven Board Meetings were held i.e. on May 28, 2024, July 01, 2024, August 02, 2024, November 12, 2024, December 18, 2024, January 31, 2025, and March 15, 2025. The details of meetings and attendance are provided in the Corporate Governance Report which forms part of this Annual Report. The maximum interval between two board meetings has not exceeded 120 days, as prescribed by the Act & Listing Regulations.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Act and Regulation 25(3) of the SEBI Listing Regulations, one separate meeting of the Independent Directors was held during FY 2024-25. Further, details are mentioned in the Corporate Governance Report.

COMMITTEES OF THE BOARD

The Board of Directors has five committees i.e. Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee.

During the year under review, all the above committee was reconstituted in view of change of Directorship. All committees are comprised of Independent Directors and Executive Directors. The recommendations made by the committees were accepted and approved by the Board. A detailed composition and meetings of the Board and its committees are provided in the Corporate Governance Report, which forms part of this Annual Report.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company attended various orientation programme conducted by the Company from time to time. The details of the training and familiarization program held during the year under review are provided in the Corporate Governance Report. All the Independent Directors are made aware of their roles and responsibilities at the time of appointment through a formal letter of appointment, which also stipulates various terms and conditions of their appointment. Details of familiarization programme are available on the website of the Company: https://www.medplusindia.com/uploads/content/MEDPLUS_Familarisation%20Programme%20for%20Independendent%20Directors.pdf

BOARD EVALUATION

The Nomination and Remuneration Committee has specified the manner and criteria for effective evaluation of performance of the Board, its committees and individual directors. As per the provisions of Section 134(3) (p) of the Companies Act 2013, read with Rule 8 (4) of the Companies (Accounts) Rules, 2014, the Board conducted an evaluation of its own performance, its Committees and Individual Directors. The evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole, was conducted based on the criteria and framework adopted by the Board.

Accordingly, evaluation of the performance of the individual directors was done based on criteria such as attendance, participation in the deliberations, contribution to the discussions at the board and committee meetings, understanding of the issues involved, ability to bring in new ideas and initiatives, commitment to fulfill the obligations and responsibilities of a director, etc. The detailed evaluation process parameters have been explained in the Corporate Governance report. The Policy for formal evaluation of performance is available on the website of the Company: https://www.medplusindia.com/uploads/content/Policy-on-Evaluation-of-Performance.pdf

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees. The details as required, forms part of this Annual Report.

COMPANY'S POLICY ON APPOINTMENT OF DIRECTORS

In accordance with the provisions of Section 134(3) (e) and section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations, the Company has formulated Nomination and Remuneration policy to provide a framework for remuneration of members of the board of directors of the Company, key managerial personnel, and other employees of the Company which has been disclosed in Corporate Governance Report, which forms part of Annual Report. The Nomination and Remuneration Policy of the Company is available on the Company's website: https://www.medplusindia.com/uploads/content/Nomination%20and%20Remuneration%20Policy.pdf

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act , 2013, the Annual Return as on March 31, 2025 is available on the Company's website https://www.medplusindia.com/uploads/content/MedPlus_Draft_Form_MGT_7_Annual_Return_FY2024-25.pdf

DIRECTOR'S RESPONSIBILITY STATEMENT

The financial statements are prepared in accordance with the Indian Accounting Standards (IND-AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Companies Act, 2013 and guidelines issued by SEBI. The IND-AS are prescribed under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy thereto in use.

Pursuant to section 134(5) of the Companies Act, 2013, your Directors, based on the representations received from the Operating Management, and after due enquiry, confirm that:

1. in the preparation of the annual accounts for the Financial Year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation to material departures;

2. they had selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2025, and of the profit of the Company for that period;

3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities;

4. they have prepared the annual accounts on a going concern basis;

5. they have laid down adequate Internal Financial Controls to be followed by the Company and that such Internal Financial Control are adequate and were operating effectively during the Financial Year ended March, 2025;

6. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the Financial Year ended March 31, 2025.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

INSOLVENCY PROCEEDING

During the year under review, no application made, or any insolvency proceedings have been initiated or pending against the Company under the Insolvency and Bankruptcy Code, 2016.

ENTERPRISE RISK MANAGEMENT ('ERM')

The Company has a Risk Management Committee of the Board, combination of Executive and Independent Directors. Details of the Committee and its terms of reference are set out in the Corporate Governance forming part of this Report. The Audit Committee and Risk Management Committee review key risk of the Company's i.e., business, finance, operations and compliance and their respective mitigation strategies. The Risk Management Committee also reviews strategic, business, compliance and operational risks. The Company has formulated and implemented a Risk Management policy which includes identification of the elements of risk. The Company has appointed Ernst & Young, LLP to develop a risk framework and various other risk factors and its mitigation plan. The Company acknowledges that risk is inherent in business and is dedicated to proactive and efficient risk management. Our organizational success depends on seizing opportunities while effectively managing risks. We employ a disciplined process to continually assess risks in both internal and external environments and mitigate their impact. Risk mitigation measures are integral to our strategic and operational planning. The risk management Committee separately reviewed the same and recommended to the Board corrective actions from time to time. The Risk management Policy is available on the Company's website:

https://www.medplusindia.com/uploads/content/Risk-Management-Policy.pdf

VIGIL MECHANISM

The Vigil Mechanism as envisaged in the Companies Act, 2013 and Rules prescribed thereunder and the SEBI Listing Regulations is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. Details of Whistle Blower/ Vigil Mechanism are available in the corporate governance report which forms part of this Annual Report. The Whistle Blower Policy of the Company is available on the Company's website: https://www.medplusindia.com/uploads/content/Whistle%20Blower%20Policy.pdf.

INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error-reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. For more details, refer to the 'Internal Control and Adequacy' section in the Management's Discussion and Analysis, which forms part of this Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there were no significant or material orders passed by the Courts or Regulators or Tribunals impacting the going concern status and operations of the Company and its future operations.

CORPORATE SOCIAL RESPONSIBILITY

The Company has a detailed policy and various activities done by external agency. During the year under review, one (1) Corporate Social Responsibility Committee meeting was held as per the requirement of the Companies Act, 2013 and rules made thereunder. During the year, the Committee monitored the CSR activities undertaken by the Company including the expenditure incurred thereon as well as implementation and adherence to the CSR policy. During the financial year 2024-25, CSR Obligation of the Company was ₹8.85 Lakhs and it incurred an expenditure of ₹8.85 Lakhs. The details of the composition of the committee and meetings held during the year are available in Corporate Governance Report. The Company conducts its business responsibly, focusing on

People, Planet, and Profit for sustainable practices and a better future. Committed to inclusive growth, MEDPLUS implements CSR initiatives primarily within India, prioritizing its operational areas to support marginalized and deprived communities, in collaboration with or independently of government efforts, the policy on CSR is available on https://www.medplusindia.com/uploads/content/CSR%20Policy.pdf. The report on CSR activities are attached as **Annexure - E** to this Board's Report.

SECRETARIAL STANDARDS

In terms of Section 118(10) of the Act, the Company is in compliance with the applicable Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively as issued by the Institute of Company Secretaries of India from time to time.

LISTING ON STOCK EXCHANGES

The Company's shares are listed on BSE Limited and National Stock Exchanges of India Limited. The details are provided in the corporate governance report which forms part of the annual report.

AUDITORS' REPORT

The Auditors' Report for Financial year 2024-2025 does not contain any qualification, reservation, or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

The Secretarial Auditors' Report for Financial year 2024-2025 does not contain any qualification, reservation, or adverse remark. The Secretarial Auditors' Report is enclosed as **Annexure F** to the Board's Report, which forms part of this Annual Report.

The Auditor's certificate confirming compliance with conditions of corporate governance as stipulated under Listing Regulations, for financial year 2024-2025 is enclosed as **Annexure K** to the Corporate Governance Report, which forms part of this Annual Report.

The Secretarial Auditor's certificate on the implementation of share-based schemes in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available on request at the AGM, electronically.

STATUTORY AUDITORS

B S R and Co has been appointed for a term of five consecutive years from the conclusion of the 17^{th} Annual General Meeting (AGM) until the conclusion of the 22^{nd} Annual General Meeting (AGM) of the Company to be held in the Calendar year 2028 as required under Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) rules, 2014

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amended Regulation 24A of the SEBI Listing Regulations, based on the recommendation of the Audit Committee, the Board, at its Meeting held on August 02, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. R & A Associates, Practicing Company Secretaries (FRN: P1994AP011100), as the Secretarial Auditors of the Company, for a term of five (5) consecutive years commencing from Financial Year 2025-26 up to Financial Year 2029-30. Accordingly, approval of the members will be sought at the ensuing 19^{th} AGM. The Report of the Secretarial Auditor for Financial Year 2024-25 is annexed herewith as **Annexure F**. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks or disclaimer.

INTERNAL AUDITORS

In terms of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 M/s. Ernst & Young LLP is the Internal Auditors of the Company.

SECRETARIAL AUDIT AND IT'S REPORT OF MATERIAL UNLISTED SUBSIDIARY

During the year under review, the Company is having one material subsidiary company i.e. Optival Health Solutions Private Limited ("OHSPL").

The Secretarial Audit Report for the Financial year 2024-25 pursuant to section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations issued by R & A Associates, the Practicing Company Secretaries (CP No: 2224) (FCS 4020) is attached as **Annexure F** to this Report.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the Financial Year 2024-25 for all applicable compliances as per Securities and Exchange Board of India Regulations, Circulars, Guidelines and Secretarial Standards issued by ICSI thereunder.

Pursuant to the provisions of Regulation 24A of SEBI (LODR) Regulations 2015, the Annual Secretarial Compliance Report duly signed by Ms. Rashida Adenwala (FCS 4020) from R & A Associates, Practicing Company Secretaries (CP No:2224) has been submitted to the Stock Exchanges where Company's shares are listed.

COST RECORDS AND COST AUDIT

In compliance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 M/s. M P R & Associates, Cost Accountants (Firm Registration No. 000413) was appointed as Cost Auditor to conduct the Audit of Cost Records of the Company for the FY 24-25 and FY 25-26 Requisite proposal for ratification of remuneration payable to the Cost Auditor for these financial years by the Members as required under Rule 14 of the Companies (Audit and Auditors) Rules, 2014, forms part of the Notice of ensuing AGM.

The Company has maintained cost accounts and records in accordance with the provisions of Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014. The Cost Audit Report for the financial year 2024-25 as issued by M/s. M P R & Associates, Cost Accountants (Firm Registration No. 000413) does not contain any qualification, reservation or adverse remarks.

REMUNERATION

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. As on March 31, 2025, the Company had 25,137 employees on consolidated basis. The Managing Director and CEO of the Company has not received any remuneration or commission from any of the subsidiary Company. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage of increase in remuneration etc. along with the disclosure in relation to the remuneration of Directors, Key Managerial Personnel's and employees as required under Section 197(12) of the Companies Act, 2013 are annexed as **Annexure G** to this Report.

COMPLIANCE ON MATERNITY BENEFIT ACT, 1961

The Company has complied with the applicable provisions of Maternity Benefit Act, 1961 for female employees of the Company with respect to leaves and maternity benefits thereunder.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to the provisions of Clause (m) of Sub-Section 3 of Section 134 of the Companies Act 2013, read with Rule 8(3) of the Companies (Accounts) Rules 2014, the details of conservation of energy, technology absorption, foreign exchange earnings and outgo, are given in **Annexure H** annexed to this report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ('BRSR')

As per SEBI Circular/ Notification and the guidelines, framework issued by National Guidelines on Responsible Business Conduct (NGRBC) read with Regulation 34(2)(f) of SEBI Listing Regulations it is necessary to submit the Business Responsibility and Sustainability Report (earlier BRR Report) which forms a part of this Annual Report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ('ESG')

The ESG related information is available in the Business Responsibility and Sustainability Report forming part of this Annual Report.

CORPORATE GOVERNANCE REPORT

The Company is committed to transparency in all its dealings and places high emphasis on business ethics. A Report on Corporate Governance along with a Certificate from R & A Associates, Practicing Company Secretary of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

ENVIRONMENT, HEALTH AND SAFETY

The Company has embedded Environment, Health and Safety Standards throughout the Organization and across its value chain. The Company's Environment, Health and Safety practices confirms to applicable local laws as well as ethical business standards. Your Company acknowledges its social responsibility and accountability towards the environment and society as a whole in conducting its business operations. Your company has invested and will continue to invest in the safety of all its employees and human resources of the Company.

INDUSTRIAL RELATIONS

Industrial relations among all units of the Company have been harmonious and cordial. The employees are dedicated, motivated and have shown initiative in improving the Company's performance. Your Company is committed to maintaining good industrial relations with its employees, suppliers, customers and regulators throughout the conduct of its business operations. The organization's achievements are an outcome of efforts, dedication and perseverance demonstrated by its workforce which comprises people from diverse backgrounds who have shown coordination and cooperation in their conduct. Your Board would like to express its gratitude and appreciation to the employees and people associated with the Company for demonstrating a high level of commitment.

GENERAL DISCLOSURE

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (Including Sweat Equity Shares) to employees of the Company under any Scheme save and except Employees Stock Option Schemes (ESOS) referred to in this Report.
3. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3) (c) of the Companies Act, 2013).
4. There has been no change in the nature of business of your Company.

VALUATION

During the year under review, the Company has no borrowings, and hence the requirement of providing details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable to the Company.

ACKNOWLEDGEMENT

Your directors are grateful for the invaluable support of the customers, investors, business associates, banks, government agencies, vendors, franchisees and service providers for their services and cooperation to the Company. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. The Board shall always strive to meet the expectations of all the stakeholders, shareholders for the confidence they have reposed in the Board of Directors. The Directors deeply appreciate their faith and support extended to the Company and remains thankful to them.

For MedPlus Health Services Limited

Sd/-
Gangadi Madhukar Reddy
Chairman, MD & CEO
DIN: 00098097

Place: Hyderabad
Date: August 02, 2025

ANNEXURE A

Form No. AOC–2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arms length basis-**

   There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arm length basis.

2. **Details of material contracts or arrangement or transactions at arms length basis-**

   There were no material contracts or arrangements or transactions at arms length basis for the year ended March 31, 2025.

For MedPlus Health Services Limited

Sd/-
Gangadi Madhukar Reddy
Chairman, MD & CEO
DIN: 00098097

Place: Hyderabad
Date: August 02, 2025

ANNEXURE B

POLICIES

Your Company is committed to adhere to the highest possible standards of ethical, moral and legal business conduct. Considering this, your Company has formulated certain policies, inter alia, in accordance with the requirements of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations"). The policies as mentioned below are available on the Company's website, at https://www.medplusindia.com/corporate.jsp. These policies are reviewed periodically and are updated as and when needed. During the year, the Company revised and adopted some of its Policies in order to align the same with recent changes in Corporate Laws.

A brief description about the Key Policies adopted by the Company is as under:

Name of the Policy	Brief description
Whistleblower Policy	The Vigil Mechanism as envisaged in the Act and Listing Regulations was implemented through the Whistle Blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.
Nomination and Remuneration Policy	The Nomination & Remuneration Policy of Directors, Key Managerial Personnel (KMP) and Senior Management ("Policy) of the Company is formulated under the requirements of applicable laws, including the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"). The Policy is intended to set out criteria for determining qualifications, positive attributes and independence of a director and to pay equitable remuneration to the Directors, Key Managerial Personnel (KMP), Senior Management (as defined below) and other employees of the Company, and to harmonize the aspirations of human resources with the goals of the Company.
Code of Conduct for Directors and Senior Management Personnel	The Board of your Company has laid down two separate Codes of Conduct, one for all the Board Members and the other for Employees of the Company. This Code is the central policy document, outlining the requirements that the employees working for and with the Company must comply with, regardless of their location.
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	This Code has been formulated to ensure prompt, timely and adequate disclosure of Unpublished Price Sensitive Information ("UPSI") which inter alia includes policy for Determination of "Legitimate Purposes".
Code of Conduct on Insider Trading	The CEO/MD has, with the approval of Board of Directors, formulated this Code of Conduct on Insider Trading ("the code") to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons pursuant to Regulation 9 of SEBI (prohibition of Insider Trading) Regulations, 2015.
Policy on Materiality and Dealing with Related Party Transactions	The policy has been framed in order to regulate all the transactions between the Company and its related parties.
Business Responsibility Policy	The objective of this policy is to ensure a unified and common approach to the dimensions of Business Responsibility across MedPlus Group, act as a strategic driver that will help all Group Companies respond to the complexities and challenges that keep emerging and be abreast with changes in regulations.
Archival Policy	As per the policy, the events or information which has been disclosed by the Company to the Stock Exchanges pursuant to Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a period of 5 years from the date of hosting.
Policy on evaluation of Performance	The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviors in consonance with the Company's Code of Conduct policy for its employees and also for the Board of Directors. The Company has made this policy to comply with various provisions of the Companies Act, 2013 and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Policy	Brief description
Policies on Sexual Harassment for Women and Male Employees	The policy on Sexual Harassment for Women is for redressal of complaints received regarding sexual harassment and compliance of other provisions as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company in its good governance have extended the same to male employees also.
Preservation of Documents	This policy is framed by the Board of Directors at its meeting held on November 14, 2015 in pursuance to Regulation 9 of the SEBI LODR Regulations, 2015, on preservation of the Records to aid the employees in handling the Documents efficiently. It not only covers the various aspects on preservation of the Records, but also beneficial for the safe disposal/ destruction of the Documents and keeping a record of the same with the objective of classifying various documents, records and registers for the purpose of maintenance and preservation. The Company believes in promoting a fair, transparent, ethical and professional work environment and this Policy aims to preserve Documents /Records maintained by the Company either in Physical Mode or Electronic Mode.
Policy on Board Diversity	The Policy sets out the approach to have a diverse Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company pursuant to SEBI Listing Regulations.
Dividend Distribution Policy	The Dividend Distribution Policy as per Regulation 43A of the Listing Regulations, 2015 is available on the Company's website on https://www.medplusindia.com/uploads/content/Policy-on-Dividend-Distribution.pdf
Policy on Materiality	This policy requires the Company to make disclosure of events or information which are material to the Company as per the requirements of Regulation 30 of the Listing Regulations.
Policy on Material Subsidiary	The policy is used to identify material subsidiaries of the Company and to provide a governance framework for such material subsidiaries.
Terms and conditions of appointment of Independent Directors	This document is used to identify and demarcate the terms and conditions of appointment of independent directors.
Succession Planning	The Company recognizes the importance of the process to succession planning to provide for continuity in the smooth functioning of the organization. There are certain positions in the Company that are key to its current and future growth. It is, therefore, important that these positions are assigned to duly skilled and best possible incumbents. It is critical to fill up such positions well in time to avoid any leadership gap. The Company has therefore put in place a Policy on Succession Planning for the Board and Senior Management (hereinafter called the "Policy") pursuant to Regulation 17(4) of SEBI (LODR) Regulations, 2015 which mandates the need for a succession policy and has listed succession planning as key function of the Board of Directors.
Risk management Policy	A risk management policy has been framed for increasing stakeholder value, which attempts to identify the key events/risks impacting the business objectives of the Company and attempts to develop risk policies and strategies to ensure timely evaluation, reporting and monitoring of key business risks pursuant to Section 134(3) of Companies Act and Regulation 17 of SEBI (LODR) Regulations, 2015
Corporate Social Responsibility Policy	A Corporate Social Responsibility Policy has been framed to support responsible and sustainable initiatives, while taking care of the concern of people, planet and profit. To develop social wealth for the communities we engage with. Promote efficient usage of scarce resources, encourage green energy initiatives and develop innovative solutions to fulfil the vision by stepping beyond the mandatory provisions.

Boards' Report (Contd.)

ANNEXURE C

Details of Employee Stock Options under ESOP 2009 and ESOP 2021 under Section 62 of the Companies Act, 2013 read with rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 as on March 31, 2025:

Sr. No.	Particular	Under ESOP 2021	Under ESOP 2009
1.	Number of options outstanding at the beginning of the period	775,075	151
2.	Number of options Granted during the period	Nil	Nil
3.	Number of options Vested during the period	234,110	128
4.	Number of options Exercised during the period	156,879	138
5.	Number of options Lapsed/cancelled/Forfeited during the period	43,795	-
6.	Exercise Price a. Variation in terms of option	₹ 232 Rs. 541.98 & ₹ 628 Not Applicable	₹ 10 to ₹ 106618 Not Applicable
7.	b. the total number of shares arising as a result of exercise of option	156,879	63415
8.	c. money realized by exercise of options	36,395,928	9,936,997
9.	d. total number of options in force	574,401	14
10.	Employee wise details of Options Granted to		
	(i) key managerial personnel.	NA	NA
	(ii) any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year	NA	NA
11.	Pricing formula	The exercise price may vary for each Grant. Exercise price will be determined by the Committee at the time of each grant, in conformity with the 'Guidance Note on Accounting for employee share-based Payments' or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time. Committee may determine exercise price which may be at discount to the market value but shall not be less than the face value of shares.	
12.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of Option calculated in accordance with Indian Accounting Standard IND AS 33.	NIL	
13.	Difference between the employees compensation cost based intrinsic value of the stock and the fair value of the year and its impact on profits and EPS of the Company	NIL	NIL
14.	a) Weighted average exercise price of options b) Weighted average fair value of options	NIL	NIL
15.	Method and significant assumptions used to estimate the fair values of options	NIL	NIL
	(i) Risk free interest rate	NIL	NIL
	(ii) Expected life	NIL	NIL
	(iii) Expected volatility	NIL	NIL
	(iv) Expected dividend	NIL	NIL
	v) Market price of the underlying share on grant date*	NIL	NIL

The details of the Company's stock option schemes as required under regulation 14 of the SEBI (Shared Based Employee Benefits and Sweat Equity) Regulations, 2021, are available on the Company's website:

https://www.medplusindia.com/uploads/content/Disclosure%20under%20Regulation%2014%20of%20SEBI%20(SBEB%20and%20SE)%20Regulations,%202021%20FY2024-25.pdf

ANNEXURE D

FORM AOC-1

PURSUANT TO FIRST PROVISO TO SUB SECTION (3) OF SECTION 129 OF COMPANIES ACT, 2013 READ WITH RULE (5) OF COMPANIES (ACCOUNTS) RULES, 2014

(Salient features of the financial statement of subsidiaries)

PART 'A' – Information on Subsidiaries

Sr. No	Particular	Clearance-kart Private Limited ("CPL")	Kalyani Meditimes Private Limited ("KMPL"),	Nova Sud Pharma-ceuticals Private Limited ("NSPPL"),	Optival Health Solutions Private Limited ("Optival)	Wynclark Pharma-ceuticals Private Limited ("WPPL"),	Deccan Medisales Private Limited ("DMPL")	Sai Sridhar Pharma Private Limited ("SSPPL"),	Shri Ba-nashankari Pharma Private Limited ("SBPPL"),	Sidson Pharma Distribu-tors Private Limited ("SPDPL"),	Venkata Krishna Enterprises Private Limited ("VKEPL)	MedPlus Insurance Brokers Private Limited (MIBPL)
1	Date since when subsidiary was acquired	3/9/2021	9/25/2019	9/29/2009	3/4/2011	3/31/2007	1/5/2012	9/29/2009	9/20/2014	3/1/2016	1/3/2011	7/14/2022
2	Reporting period	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25
3	Reporting currency	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
4	Share capital/ Partner's capital account	0.10	59.00	68.60	2,098.02	140.77	2.10	0.24	2.10	40.10	0.18	20.00
5	Reserves & surplus	(0.18)	(83.03)	(4.36)	11,124.05	45.82	80.02	174.28	(1.47)	46.78	298.32	5.32
6	Net worth	(0.08)	(24.03)	64.24	13,222.07	186.59	82.12	174.52	0.63	86.88	298.50	25.32
7	Total assets	-	4.61	65.41	29,724.65	192.48	218.13	577.56	0.75	219.71	477.00	26.50
8	Total liabilities	0.08	28.64	1.17	16,502.58	5.89	136.01	403.04	0.12	132.83	178.5	1.18
9	Investments	-	-	-	-	-	-	-	-	-	-	-
10	Turnover (including other income)	-	-	1.27	60,585.99	131.30	1,277.00	3,492.79	-	1,397.57	4,142.23	11.60
11	Turnover (Excluding other income)	-	-	0.95	60,168.04	125.32	1,276.86	3,492.51	-	1,394.27	4,142.12	10.60
12	Profit/(Loss) before taxation	(0.02)	(8.38)	(0.56)	1281.66	12.03	5.62	14.24	(0.14)	8.59	32.49	5.83
13	Provision for taxation	-	-	0.02	207.66	3.34	1.42	3.59	-	2.22	8.50	1.49
14	Profit/(Loss) after taxation	(0.02)	(8.38)	(0.58)	1074.00	8.69	4.20	10.65	(0.14)	6.37	23.99	4.34
15	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-
16	**% of shareholding**	**100%**	**88.04%**	**100%**	**99.99%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**

PART "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/ Joint Ventures	**Nil**

For MedPlus Health Services Limited

Sd/-
Gangadi Madhukar Reddy
Chairman, MD & CEO
DIN: 00098097

Place: Hyderabad
Date: August 02, 2025

Boards' Report (Contd.)

ANNEXURE E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. **Brief outline on CSR Policy of the Company**

   Since its inception your Company has been a socially responsible corporate making investments in the community which go beyond any mandatory legal and statutory requirements. In line with its core purpose, the CSR vision focusses on the constituencies of girls, youth and farmers by innovatively supporting them through programs designed in the domains of education, health and environment, while harnessing the power of technology. We believe that these are the critical constituencies who contribute to nation building and through our CSR efforts we will enable these communities to Rise. In accordance with the Companies Act, 2013, your Company has committed 2% (Profit before Tax) annually towards CSR initiatives. The CSR Policy of your Company outlines the approach and direction given by the Board, considering the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual CSR action plan. The CSR projects undertaken are also listed in the CSR policy.

2. **Composition of CSR Committee:**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Aparna Surabhi	Non-Executive Independent Director	1	1
2.	Mr. Madhavan Ganesan	Non-Executive Independent Director	1	1
3.	Mr. Gangadi Madhukar Reddy	Executive Director	1	1
4.	Dr. Cherukupalli Bhaskar Reddy	Whole Time Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company : https://www.medplusindia.com/corporate.jsp

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **NA**

5. Average net profit of the company as per section 135(5)[Average of F22,F23,F24]: **₹44,226,257 /-**

6. (a) Two percent of average net profit of the company as per section 135(5) – **₹ 8,85,000/-**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – **None**

   (c) Amount required to be set off for the financial year, if any – **NA**

   (d)Total CSR obligation for the financial year (7a+7b-7c). – **₹885,000/-**

7. (a) CSR amount spent or unspent for the financial year

Total Amount Spent for the F.Y. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
885,000	NIL	NIL	NIL	NIL	NIL

   (b) Details of CSR amount spent against **ongoing projects** for the financial year: **Not Applicable**

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the Project		Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/ No)	Mode of implementation - through implementing agency	
				State	District			Agency Name	CSR Registration No.
1	Education Support Program	(ii)	Yes	TG	Hyderabad	885,000	No	Akshaya Vidya Foundation	CSR00029357

(d) Amount spent in Administrative Overheads - **NA**

(e) Amount spent on Impact Assessment, if applicable –**Not Applicable**

(f)Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹**885,000/-**

(g) Excess amount for set off, if any – **Not applicable**

8. (a) Details of Unspent CSR amount for the preceding three financial years - **Not applicable**

   (b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s) - **Not applicable**

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) **– Not applicable**

   (a) Date of creation or acquisition of the capital asset(s).

   (b) Amount of CSR spent for creation or acquisition of capital asset.

   (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

   (d) Details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – **Not applicable**

For Medplus Health Services Limited
CIN: U85110TG2005PTC046821

Place: Hyderabad
Date: August 02, 2025

Sd/-
Aparna Surabhi
Chairperson of CSR Committee

Sd/-
Gangadi Madhukar Reddy
Chairperson of the Board

ANNEXURE F

FORM NO.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

(Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015.

To,
The Members of
MEDPLUS HEALTH SERVICES LIMITED,
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, (Moosapet),
Kukatpally, Hyderabad – 500037, Telangana, India

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Medplus Health Services Limited (CIN: L85110TG2006PLC051845),** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025, according to the provisions as maybe applicable to the Company of:

i. The Companies Act, 2013 and (hereinafter collectively referred to as "the Act") and the rules made thereunder.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA") and the Rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **(Not applicable to the Company during the Audit period)**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein collectively referred as "Listing Regulations")

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit period)**

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit period)**

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit period)**

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by the Institute of Company Secretaries of India.

ii. The Listing Agreements entered by the Company with Stock Exchanges.

iii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable to the Company, except the following:

a) The Company has timely submitted the integrated Filing (Governance) for the quarter ended December 2024, which included disclosures related to investor complaints. However, the Standalone Statement on redressal of investor grievances in XBRL format was filed with a delay.

b) The Company has timely submitted the integrated Filing (Governance) for the quarter ended December 2024, which included disclosures related to Corporate Governance report. However, the standalone Corporate Governance report was filed with a delay.

vi. We further report that, as represented by the Company, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the licensing requirements of the following laws applicable specifically to the Company:

(a) The Drugs and Cosmetics Act, 1940 and Rules made thereunder;

(b) The Atomic Energy Act, 1962 and Rules made thereunder;

(c) Bio-Medical Waste Management Rules, 2016;

(d) Clinical Establishments (Registration & Regulation) Act, 2010 and the Clinical Establishments (Central Government) Rules 2012 and allied state legislations; and

(e) Telangana Allopathic Private Medical Care Establishments (Registration and Regulation) Act, 2002.

(f) The Food Safety and Standards Act, 2006.

We further report that:

- The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors during the period under review as stated above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notices were given to all directors to schedule Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice for which necessary consent has been sought at the meeting.
- A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Video conference facilities/other audio-visual means are used as and when required to facilitate the directors at other locations to participate in the meeting.
- Majority of the decisions at board and/or committee meetings are carried out unanimously as recorded in the minutes of the meetings of the board of directors or respective committee of the board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs:

1. The board of directors of the Company, in their meeting held on 28th May 2024 approved the allotment of 10,204 equity shares of the face value of ₹2/- each at a premium of ₹230/- per share to the employees of the Company and its subsidiary Company under ESOP Scheme 2021.

2. Appointment of Ms. Aparna Surabhi (DIN: 01641633) as Additional Non-executive Independent Director of the Company w.e.f 01st July, 2024 and then regularized as Non-executive Independent Director in the Annual General meeting held on 26th September, 2024.

3. Retirement of Ms. Hiroo Mirchandani (DIN: 06992518) from the office of the Directorship w.e.f 04th July, 2024.

4. During the audit period, the National Company Law Tribunal (NCLT), Hyderabad Bench, vide its order dated 14th August 2024 in CP (CAA) No. 02/230/HDB/2024 connected with CA (CAA) No. 55/230/HDB/2023, approved the Scheme of Amalgamation between MHS Pharmaceuticals Private Limited (Transferor Company) and Medplus Health Services Limited (Transferee Company), with the appointed date as 01st April 2023.

5. Resignation of Mr. Anish Kumar Saraf (DIN: 00322784) from the office of the Directorship w.e.f 19th September, 2024.

6. Appointment of Mr. Thyagarajan Muralidharan (DIN: 00052097) as Additional Non-executive Independent Director of the Company w.e.f 18th December, 2024 and the members of the Company approved his appointment as Non-executive Independent Director through special resolution passed via postal ballot on 12th March 2025.

7. The board of directors of the Company, in their meeting held on 18th December 2024 approved the allotment of 1,46,675 equity shares of the face value of ₹2/- each at a premium of ₹230/- per share to the employees of the Company and its subsidiary Company under ESOP Scheme 2021.

For R & A Associates
Company Secretaries

Sd/-
Rashida Hatim Adenwala
Founder Partner
M. No: 4020
C.P. No.: 2224
UDIN: F004020G000911850

Place: Hyderabad
Date: August 02, 2025

*This report is to be read with our letter of even date, which is annexed as **"Annexure-A"** and forms an integral part of this report.*

ANNEXURE - A

To,
The Members of
MEDPLUS HEALTH SERVICES LIMITED,
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, (Moosapet),
Kukatpally Hyderabad – 500037, Telangana, India

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.

6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. We have relied on the information provided by the Management with respect to related party transactions for its compliance.

For R & A Associates
Company Secretaries

Sd/-
Rashida Hatim Adenwala
Founder Partner
M. No: 4020
C.P. No.: 2224

Place: Hyderabad
Date: August 02, 2025

FORM NO.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Personnel) Rules, 2014.

To,
The Members of
OPTIVAL HEALTH SOLUTIONS PRIVATE LIMITED,
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, (Moosapet),
Kukatpally Hyderabad – 500037, Telangana, India

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Optival Health Solutions Private Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions as maybe applicable to the Company of:

i. The Companies Act, 2013 (hereinafter collectively referred to as "the Act") and the rules made thereunder.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; **(Not applicable to the Company during the Audit period)**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit period)

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the Audit period)

c) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein collectively referred as "Listing Regulations") (Not applicable to the Company during the Audit period)

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the Audit period)

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the Audit period)

f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit period)

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit period)

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the Audit period)

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit period)

j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. (Not applicable to the Company during the Audit period).

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by the Institute of Company Secretaries of India.

ii. The Listing Agreements entered by the Company with Stock Exchanges; (Not applicable to the Company during the Audit period)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable to the Company.

iii. We further report that, as represented by the Company, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the licensing requirements of the following laws applicable specifically to the Company except under the following law, as stated below, for some of its stores and warehouses:

a. The Drugs and Cosmetics Act, 1940 and Rules made thereunder; and

b. The Food Safety and Standards Act, 2006.

The Company for a few of its retail stores and warehouses do not possess requisite licenses/ registration as required to be obtained in pursuant to the above-mentioned laws.

We further report that:

- The Board of Directors of the Company is duly constituted with the balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors during the period under review as stated above.
- Adequate notice was given to all directors to schedule Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice for which necessary consent has been sought at the meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority of the decisions at Board and/ or Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or respective Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had no other specific events / actions in pursuance of the above-referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs:

For R & A Associates
Company Secretaries

Sd/-
Rashida Hatim Adenwala
Founder Partner
M. No: 4020
C.P. No.: 2224
Peer Review No.: 6659/2025
UDIN: F004020G000911806

Place: Hyderabad
Date: August 02, 2025

*This report is to be read with our letter of even date, which is annexed as **"Annexure-A"** and forms an integral part of this report.*

ANNEXURE A

To,
The Members of
OPTIVAL HEALTH SOLUTIONS PRIVATE LIMITED,
H. No: 11-6-56, Survey No: 257 & 258/1,
Opp: IDPL Railway Siding Road, (Moosapet),
Kukatpally Hyderabad – 500037, Telangana, India

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We have relied up on the information provided by the Management with respect to related party transactions for its compliance.

For R & A Associates
Company Secretaries

Sd/-
Rashida Hatim Adenwala
Founder Partner
M. No: 4020
C.P. No.: 2224

Place: Hyderabad
Date: August 02, 2025

ANNEXURE G

DETAILS OF REMUNERATION

1. Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration of each Director, Chief Financial Officer and Company Secretary, percentage increase in their remuneration during the Financial Year 2024-25 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2024-25 are as under:

Sr. No.	Name of Director / KMP	Designation	% increase in remuneration in FY 2024-25	Ratio of remuneration of each Director to median remuneration
1	Mr. Gangadi Madhukar Reddy	Managing Director and CEO	0.00%	15
2	Dr. Cherukupalli Bhaskar Reddy	Whole - Time Director and COO	0.00%	39
3	Mr. Madhavan Ganesan	Non-Executive Independent Director	0.00%	5
4	Mr. Murali Sivaraman	Non-Executive Independent Director	0.00%	5
5	Ms. Hiroo Mirchandani*	Non-Executive Independent Director	0.00%	5
6	Mr. Anish Saraf**	Non-Executive Independent Director	-	-
7	Ms. Aparna Surabhi ***	Non-Executive Independent Director	-	5
8	Mr. Muralidharan Thyagarajan#	Non-Executive Independent Director	-	4
9	Mr. Sujit Kumar Mahato	Chief Financial Officer	4.61%	53
10	Mr. Manoj Kumar Srivastava	Company Secretary & Compliance Officer	5.21%	18

* upto July 04th , 2024 , ** w.e.f. September 19th, 2024, ***w.e.f July 1st , 2024# w.e.f December 18th , 2024

OTHER INFORMATION:

I.	The percentage Increase in the median remuneration of employees in the FY 2024-25	7.62%
II.	The number of permanent employees on the rolls of the Company as on 31 March 2025	1286
III.	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentile increase in salaries of employee other than managerial personnel was 7.73% whereas Average percentile Decreases in salaries of managerial personnel was - 4.24% due to resignation of SMP's of the Company.
IV.	Affirmation that the remuneration is as per the remuneration policy of the company.	It is hereby affirmed that remuneration is as per the remuneration policy of the Company

ANNEXURE H

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO SECTION 134(3) (m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 IS FORMING PART OF THE BOARD´S REPORT FOR THE FINANCIAL YEAR 2024-25

A CONSERVATION OF ENERGY	
i) Steps taken or impact on conservation of energy.	Although the Company is not engaged in energy conservative activities, however, the company has optimized an end-to-end supply chain that reduced of wastage of fuel and resources. We have also taken following steps to make our organization energy efficient: Replacement of CFL lamps with LED lights in our retail outlets. Controlling usage of Air Conditioners in non-occupied areas. Reducing plastic waste: Usage of paper-bags at stores and re-usable cloth bags at warehouse facilities.
ii) Steps taken by the Company for utilizing alternate sources of energy.	None
iii) Capital investment on energy conservation equipment.	None
B TECHNOLOGY ABSORPTION	
i) Efforts made towards technology absorption	Efforts towards minimizing turnaround time and opportunity cost through – - A strong In-house technology team of 150+ Software Engineers working on latest opensource based technology stack; - Leveraging datafication, omnichannel Integration. Unlocking Flexibility, scalability through modular and service/ event based architecture, Leveraging Hybrid cloud based data center (Private and Public)
ii) Benefits derived from technology absorption	- Smart POS for optimizing store management, customer experience, enabling virtual inventory through Inventory visibility in the stores across Hubs/Warehouses in the region; - Minimizing Inventory cost and increasing inventory efficiencies across locations ; and - Cross selling and leverage single customer base across pharmacy and diagnostic businesses. Consistent customer experience across channels supports all touch points with shared functionalities, such as purchase history, stock availability , wish lists, appointment booking, customer service , payments etc.
iii) Details of Imported technology (last 3 years)	None
Details of technology imported	-
Year of Import	-
Whether technology being fully absorbed	-
If not fully absorbed, areas where absorption has not taken place and reasons thereof	-
iv) Expenditure incurred on Research and development	Nil
C. FOREIGN EXCHANGE EARNINGS AND OUTGO (₹ in million)	
i) Foreign Exchange inflow	5.02
ii) Foreign Exchange outflow	789.37

Corporate Governance Report

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The essence and philosophy of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. At MedPlus, good corporate governance is a way of life and the way we do our business, encompassing every day's activities and is enshrined as a part of our way of working. The Company is focused on enhancement of long- term value creation for all stakeholders without compromising on integrity, societal obligations, environment, and regulatory compliances. Our actions are governed by our values and principles, which are reinforced at all levels of the organization. These principles have been and will continue to be our guiding force in future. However, the Company is committed to the highest standards of business ethics and corporate governance. We believe in the highest standards of corporate behavior towards everyone we work with; the communities we touch and the environment we have an impact on. This paves our way towards consistent and responsible growth which in turn creates long term value for our stakeholders.

The Company is dedicated to strengthening the governance framework to enhance stakeholder confidence and ensure a high return on investment. Transparency and accountability are at the core of our operations, and every decision we make reflects our commitment to ethical business practices. To maintain strong governance, the Company has established a comprehensive set of policies that address key aspects of corporate oversight. These include a code of conduct for the Board and senior management, policies on board diversity, materiality, succession planning, risk management, whistle-blower protection, and business responsibility and sustainability reporting. These policies guide our actions and ensure that governance remains a key priority. All policies are publicly accessible on our official website, reinforcing our commitment to open and responsible corporate practices. We also adhere to strict disclosure norms to prevent any misuse of unpublished price-sensitive information. The code of conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015, ensures compliance and protects market integrity. A report on compliance with the Corporate Governance provisions as prescribed under the SEBI Listing Regulations is given here in below:

BOARD OF DIRECTORS:

Composition:

The Company's Board of Directors is balanced Board comprising two Executive Director and four Non-Executive Independent Director's including one Independent women Director. This composition ensures compliance with statutory governance requirements.

The Board along with its committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value. The Board has a fiduciary duty in ensuring that the rights of all stakeholders are protected. The Composition of the Board as on March 31, 2025 is given below and the same is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 ('Act'):

Director	Category	No. of other directorship	Category of Directorship and Name of other Listed Companies	No of Memberships(s)/ Chairmanships of Audit Committee/ Stakeholders Relationship Committee of other Indian Public Companies	
				Chairmanship	Membership
Mr. Gangadi Madhukar Reddy	Chairman, Managing Director and CEO	7	-	-	1

Corporate Governance Report (Contd.)

Director	Category	No. of other directorship	Category of Directorship and Name of other Listed Companies	No of Memberships(s)/ Chairmanships of Audit Committee/ Stakeholders Relationship Committee of other Indian Public Companies	
				Chairmanship	Membership
Dr. Cherukupalli Bhaskar Reddy	Whole Time Director	12	-	-	1
Mr. Murali Sivaraman	Non-Executive Independent Director	5	- Huhtamaki India Ltd. - ICICI Lombard General Insurance Company Ltd - Pidilite Industries Ltd - Welspun Living Limited	2	6
Mr. Madhavan Ganesan	Non-Executive Independent Director	9	- Medi Assist Healthcare Services Ltd - Sagar Cements Ltd. (Non-ID)	0	3
Ms. Aparna Surabhi #	Non-Executive Independent Director	7	- Heritage Foods Ltd - HBL Engineering Ltd	4	5
Mr. Thyagarajan Muralidharan ##	Non-Executive Independent Director	6	-	0	0

#Ms. Aparna Surabhi was appointed as Additional Director (NE-ID) w.e.f July 01, 2024 and approved by the members at its AGM held on September 26, 2024.
##Mr. Thyagarajan Muralidharan was appointed as Additional Director (NE-ID) w.e.f December 18, 2024 and approved by the members through Postal Ballot on March 13, 2025..

Role of Non-Executive Directors: Non-executive directors, especially independent members, play a critical role in ensuring balanced decision-making and ethical corporate practices. Their broad industry experience and independent perspectives contribute significantly to strategic planning, performance evaluation, and risk management. Their insights help in enhancing governance, ensuring that all decisions align with shareholder and stakeholder interests.

Board Oversight: The Board of Directors serves as the apex governing body of the Company, representing shareholders' interests and overseeing strategic direction, performance, and governance on behalf of all stakeholders. The Board enjoys access to comprehensive and timely information crucial for informed decision-making. Management is committed to providing the Board with all necessary data, ensuring transparency and accountability. Upholding the Corporate Governance Philosophy, the Board operates in the Company's best interests and those of its stakeholders.

None of the Directors hold offices in more than ten public companies as prescribed under Section 165(1) of the Act. No Director holds Directorships in more than seven listed companies including high value debt listed entities. Further, none of the Non-Executive Directors serve as Independent Director in more than seven listed companies including high value debt listed entities as required under Regulation 17A of the SEBI Listing Regulations, 2015. The Managing Director & CEO does not serve as an Independent Director in any Listed Company or high value debt listed entity.

None of the Directors on the Board is a member of more than ten Committees and Chairperson of more than five Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI Listing Regulations), across all public companies in which he/she is a director. The necessary disclosures regarding committee positions have been made by all the Directors.

Board Meetings and Attendance of Directors:

During FY 2024-25 seven meetings were held, as follows:

Name of Directors	Date and Attendance of the Meeting								
	May 28, 2024	July 01, 2024	Aug 02, 2024	Nov 12, 2024	Dec 18, 2024	Jan 31, 2025	Mar 15, 2025	% of attendance	Last AGM attended
Mr. Gangadi Madhukar Reddy	√	√	√	√	√	√	√	100%	√
Mr. Cherukupalli Bhaskar Reddy	√	NA	√	√	√	√	√	85.71%	√
Mr. Murali Sivaraman	√	√	√	√	√	√	√	100%	√
Mr. Madhavan Ganesan	√	√	√	√	√	√	√	100%	-
Ms. Aparna Surabhi*	-	-	√	√	√	√	√	100%	√
Mr. Thyagarajan Muralidharan**	-	-	-	-	-	√	√	100%	-
Ms. Hiroo Mirchandani #	√	√	-	-	-	-	-	100%	-
Mr. Anish Kumar Saraf ##	√	√	NA	-	-	-	-	66.67%	-

#Ms. Hiroo Mirchandani completed her tenure on July 04, 2024, ##Mr. Anish Kumar Saraf resigned w.e.f. September 19, 2024.

* Ms. Aparna Surabhi was appointed as Additional Director (NE-ID) w.e.f July 01, 2024 and approved by the members at its AGM held on September 26, 2024.

** Mr. Thyagarajan Muralidharan was appointed as Additional Director (NE-ID) w.e.f December 18, 2024 and approved by the members through Postal Ballot on March 13, 2025.

Post Meeting follow-up mechanism

The Company has established a structured and efficient mechanism to ensure that important decisions taken and suggestions made by the Board and its Committees are promptly communicated to the concerned departments or divisions. Action taken / status reports on decisions / suggestions of the previous meeting(s) are followed up and placed at the next meeting for information and further recommended actions, if any.

Board Meeting Procedure:

The Board Meeting is conducted at least once every quarter to discuss the performance of the Company and its quarterly financial results, along with other matters, as the Board may deem necessary. The Board also meets to consider other businesses, from time to time whenever required. The agenda of the business to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company. The Company always ensures that Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as interalia specified under Part A of Schedule II of Regulation 17(7) of the Listing Regulations. The gap between the two Board Meetings did not exceed 120 days. The necessary quorum was present throughout the meeting in all the Board Meetings.

Disclosure of Director's INTER-SE Relationship:

There is no inter-se relationships between the Directors or KMPs.

Independent Directors:

Pursuant to Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) the Independent Directors are Non-Executive Directors of the Company. All Independent Directors served their full terms without any resignations. They remained fully committed to their roles, actively contributing to the Company's governance, decision-making, and strategic oversight throughout the year. Ms. Hiroo Mirchandani completed tenure as a Non-Executive Independent Director of the Company. Ms. Aparna Surabhi appointed as Additional Director (Non-Executive Independent) by the Board on July 01, 2024, and thereafter approved by the members in the 18th Annual General Meeting on September 26, 2024. Mr. Thyagarajan Muralidharan appointed as Additional Director (Non-Executive Independent) by the Board on December 18, 2024, and thereafter approved by the members through Postal Ballot on March 13, 2025.

Confirmation of Independence of Independent Directors:

In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. The Independent Directors have, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA').

Meeting of Independent Directors:

During the year under review, pursuant to Schedule IV of the Companies Act, 2013 and as per Regulation 25(3) of the Listing Regulations. The Independent Director reviewed the performance of the Board as a whole as well as that of Non-Independent Directors and the Chairman by considering the views of Executive and Non-Executive Directors. They also access the quality, quantity, effectiveness and promptness of the flow of information between the Company's management and the Board. They periodically meet with the Statutory Auditors and the Internal auditors without the presence of the management to understand the overall quality of audit, quality of financials, key financial matters and corrective actions to be taken for strengthening the internal controls of the Company and their general feedback. These meetings provide a structured forum for Independent Directors to engage in discussions on key governance matters, ensuring an objective review of the Board's effectiveness. A meeting of the Independent Directors was held on May 28, 2024, with full attendance from all Independent Directors.

Performance Evaluation of Independent Director:

The Board of Directors of the Company carried out an annual evaluation of its own performance, of committees, of the Board and individual directors pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations. The performance evaluation is conducted through structured questionnaires which cover various aspects such as the Board composition and structure, effectiveness and contribution to Board processes, adequacy, appropriateness and timeliness of information and the overall functioning of the Board etc. The Individual Director's response to the questionnaire on the performance of the Board, Committee(s), Directors, and Chairman, were analyzed. The Directors were satisfied with the evaluation process and have expressed their satisfaction with the evaluation process. In compliance with Regulation 17(10), Regulation 19 read with Part D of Schedule II of the Listing Regulations, the Board of Directors has formulated criteria for evaluation of the Company's Independent Directors' performance. The performance evaluation of Independent Directors is carried out based on their role and responsibilities, effective participation in the Board and Committee meetings, expertise, skills and exercise of independent judgment in major decisions of the Company. The details of the Performance Evaluation of Directors are also available on the website of the Company at https://www.medplusindia.com/uploads/content/Policy-on-Evaluation-of-Performance.pdf

Appointment and Tenure of the Directors

The Directors of the Company are appointed/re-appointed by the Shareholders upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. In accordance with the Articles of Association of the Company and provisions of the Act, all the Directors, except the Independent Directors, are liable to retire by rotation at every Annual General Meeting ('AGM') and, if eligible, may offer their candidature for re-appointment.

The Executive Directors on the Board have been appointed as per the provisions of the Act and serve in accordance with the terms of employment with the Company. None of the Independent Director(s) of the Company resigned before the expiry of their tenure. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Act and SEBI Listing Regulations. Any person who becomes Director or Officer, including an employee who is acting in a managerial or supervisory capacity, shall be covered under Directors' and Officers' Liability Insurance Policy. The Company has provided insurance cover in respect of legal action against its Directors under the Directors' and Officers' Liability Insurance Policy.

Profile of the Directors:

Mr. Gangadi Madhukar Reddy is one of the Promoter Director of the Company and has been a Director since incorporation. He holds a bachelor's degree in medicine and surgery from Sri Venkateswara University and a master's degree in business administration from the Wharton School, University of Pennsylvania.

Dr. Cherukupalli Bhaskar Reddy has done MBBS from Kurnool Medical College, Andhra Pradesh in the year 1992, MS in Gen-Surgery from Manipal Academy of Higher Education (MAHE), Mangalore in the year 1997 and FRCS from Edinburgh (UK) in the year 2003. He is associated with the Company/ group since inception of the Company. He is overseeing the recruitment, training, expansion of the business and having rich experience more than two decades in the field of retail pharmacy, business strategy, building the leadership and making Company towards process driven establishment. Presently he is looking after the pharmacy operations of the Company.

Mr. Murali Sivaraman is a Chairman/Independent Director in multiple listed Boards and is also an advisor to Private Equity. After more than three decades of global leadership roles based out of Singapore, Shanghai, Toronto, London and Delhi, he is now based in Mumbai, India focusing on enterprise value and governance via multiple Board and Advisory roles. Recent Global Roles: President for Growth Markets: Philips Lighting - Signify (Singapore) and CEO Global Domestic Appliance - Royal Philips (Shanghai) - Scale US$ 1.5 to 2 BN, Managing Director - Philips India. Current board / advisory roles include Huhtamaki India, ICICI Lombard General Insurance, Welspun Living Limited, Pidilite Industries Limited and Private Equity advisory for Branded Consumer Durables - Advent International India - Eureka Forbes. Mr. Sivaraman is a qualified Chartered Accountant, Cost & Works Accountant, MBA from IIM Ahmedabad and has done Advanced Management Program from Harvard Business School.

Mr. Madhavan Ganesan holds a Bachelor's degree in Engineering from the Birla Institute of Technology & Science, Pilani and a Post-Graduate Diploma in Management from the Indian Institute of Management, Calcutta. He was previously associated with Reliance Retail, SPI Technologies, Wipro Limited, Spectramind, Tata Information Systems Limited and Tata Industries Limited and ICICI. He has over 34 years of experience in the Retail, Technology and other business sectors. He is currently engaged as a Strategy Consultant working with growth enterprises in the areas of medical education, senior citizen assisted living, green biofuels, insurance loss assessment and cattle health management. He is also Independent / Nominee Director in other Companies.

Ms. Aparna Surabhi is an Independent Director on Boards of Listed Companies and material subsidiaries of Listed Companies and chairing Audit Committees of some of the Boards. Ms. Aparna is a Chartered Accountant and B.Com. LLB from Bombay University. She founded the CA firm namely S. Aparna and Co. in the year 1991 in Hyderabad and was actively into practice specializing in Internal Audits till the year 2019. During this period, she was actively involved and participating in the activities of ICAI, Hyderabad, and served as the first women Chairperson of the Hyderabad Branch of SIRC of ICAI during the year 2006-07. She was also a consultant for numerous startup businesses. She is having more than three decades of rich experience in the field of finance and HR. Ms. Surabhi is currently working as Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) in Caliber Technologies Private Limited, a company specializing in IT solutions for regulated markets

Mr. Thyagarajan Muralidharan is a distinguished Indian entrepreneur and the founder of the TMI Group, a leading talent management and workforce solutions Company. With a B. Tech from IIT Madras and a Post-Graduation from IIM Ahmedabad, he further enhanced his credentials by earning a Bachelor of Law (LLB) from Osmania University in 2021. Over his 35-year career, Mr. Muralidharan has made significant contributions to the business and employment sectors in India. He has served as the Past Chairman of the FICCI Telangana State Council, is a member of FICCI's National Executive Committee and was on the National Board of MSME for 5 years. He also served as an Advisor to the Governor of Rajasthan on MSME and Employment from 2019 to 2024. He has been recognized with multiple awards, including the Hyderabad Management Association's Entrepreneurial Achievement Award and the Distinguished Alumnus Award from the IIMA Alumni Association Hyderabad in 2014. Additionally, he is a published author of two bestselling novels, a columnist, an independent journalist, and actively engaged with education of under privileged Children.

Key Skills, Expertise and Competencies of the Board of Directors:

The Board of Medplus Health Services Limited is strategically composed to promote a diverse range of expertise, ensuring a well-rounded approach to decision-making. Each director brings unique skills and competencies to the table, contributing to the Company's growth and sustainability. The skill and competencies for the members of the Board as identified by the Nomination and Remuneration Committee of the Board are as follows:

Corporate Governance Report (Contd.)

Name of Director	Healthcare	Leadership	Finance, Accountancy & Audit	Law	Technology	Risk Management	Strategy & Marketing	Board and Governance
	Understanding the complexities of the healthcare sector.	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth	In-depth knowledge in the field of accounts and ability to read, understand and analyse the financial statements, financial controls, risk management and other business projections.	Experience in understanding the dynamics of the legal and regulatory aspect at a global level	Providing support and guidance in relation to information technology upgradation of the organization as a whole	Experience in mitigation of risk by actively getting involved in the risk management of the organization	Exposure in managing the sales and marketing needs of the sector adequately.	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the company and protecting stakeholders' interest
Mr. Gangadi Madhukar Reddy	√	√	√		√	√	√	√
Dr. Cherukupalli Bhaskar Reddy	√	√		√	√	√	√	√
Mr. Murali Sivaraman	√	√	√	√	√	√	√	√
Mr. Madhavan Ganesan	√	√	√	√	√	√	√	√
Ms. Aparna Surabhi	√	√	√	√	√	√	√	√
Mr. Thyagarajan Muralidharan	√	√	√	√	√	√	√	√

Board of Directors and Selection Process:

The Nomination and Remuneration Committee ('the NRC') of the Board is responsible for identifying and evaluating a suitable candidate for the Board. While selecting a candidate, the NRC reviews and evaluates the Board's composition and diversity to ensure that the Board and its committees have an appropriate mix of skills, experience, independence and knowledge for continued effectiveness. We acknowledge the importance of diversity in the Boardroom as a driver of effectiveness. For the Board, diversity encompasses plurality in perspective, experience, education, background, ethnicity, nationality, age, gender and other personal attributes. To ensure a transparent selection process, the guidance on eligibility criteria and attributes for an individual's appointment on the Board, including independent directors, has been defined in the Nomination and Remuneration Policy and Board Diversity Policy of the Company. The candidate is, inter alia, screened based on background, knowledge, skills, abilities (including their ability to exercise sound judgment), professional experience and functional expertise, and educational and professional background. The NRC recommends the appointment of a candidate based on the defined criteria and attributes. The Board, on recommendation of the NRC and profile of the candidate, recommends the appointment to the members of the Company, wherever applicable, for their approval.

Succession Planning

The Company believe that sound succession planning for the Board Members and Senior Management is vital for creating a robust future for the Company. Our succession planning framework is well built and acts as a hallmark of a forward-thinking, future-ready and progressive Board. The Nomination and Remuneration Committee plays an instrumental role in the development of a diverse pipeline for succession thereby ensuring that the Company has a strong, diverse and high performing Board and Management Committee now and in the future. It deliberates on various factors including current tenure of Directors, anticipated vacancies in Board and Senior Management positions, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements, etc., to ensure orderly succession planning.

Board Support

The Company Secretary supports the Board to ensure that it has policies, processes, information, time and resources it needs to function effectively and efficiently. He is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. He is also responsible for the preparation of the agenda and convening of the Board and Committee Meetings. He attends all the Meetings of the Board and its Committees as Secretary of the Committee or the Board. He advises/ assures the Board and its Committees on compliance and governance principles and ensures appropriate recording of minutes of the Meetings.

Board Independence

Pursuant to section 149(6) of the Act and Regulation 16 of Listing Regulations, the Independent Directors to provide annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures/ declarations received from the Independent Directors as per the requirement of Regulation 25(9) of the Listing Regulations and on evaluation of the relationships disclosed, after undertaking due assessment of the veracity of the same. the Board confirms, that the Independent Directors fulfill the conditions as specified under Schedule V of the Listing Regulations and are independent of the Management. The Board includes four Independent Directors as on March 31, 2025.

Director's Induction and Familiarization Program:

The Executive Directors and Senior Management Personnel provide an overview of operations and familiarize the new Directors on matters related to the vision and values of the Company. The Company provides an Induction kit to the Directors at the time of joining containing informative documents like Annual Report, Memorandum & Articles of Association, Organization Structure, Composition of Board and Committees, Duties and terms of reference of the Committees of the Board, Code of Ethics & Business Conduct, Code for prevention of Insider Trading, Directors & Officers Insurance policy, contact details of the Senior Management, etc. The Company regularly conducts various familiarization programs for the Independent Directors as a part of the quarterly Board and Committee meetings. Various business cluster heads make presentations to the Board periodically pertaining to the Company's performance and future strategy for their respective cluster. Your Board also convenes strategy meetings from time to time to review long-term growth/plans of the Company. The Board is regularly apprised on all regulatory and policy changes relevant to the business by the Senior Management and the Auditors of the Company. The details of the familiarization programs imparted to the Independent Directors are also available on the website of the Company at

https://www.medplusindia.com/uploads/content/MEDPLUS%20Familarisation%20Programme%20for%20Independendent%20Directors.pdf

COMMITTEES OF THE BOARD:

The Board has five committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. During the year, all recommendations of the committees have been accepted by the Board.

Audit Committee:

The Audit Committee acts as a crucial link between statutory and internal auditors and the Board of Directors, ensuring seamless communication and coordination on auditing and compliance matters. The committee plays an important role in overseeing the quality and accuracy of financial reporting, internal audits, and compliance with legal and regulatory standards. It is responsible for reviewing financial statements, assessing audit findings, and monitoring the appointment, independence, and performance of statutory and internal auditors. Its primary objective is to ensure that Company's accounting and reporting practices remain transparent, accurate, and aligned with regulatory expectations. The committee diligently fulfills its responsibilities, enhancing the credibility and reliability of the Company's financial operations while reinforcing stakeholder confidence in Company's governance standards.

Composition, Roles and Responsibilities and Attendance

The Audit Committee provides reassurance to the Board on the existence of an effective internal control environment. The Committee has been constituted in terms of Section 177 of the Act, read with Regulation 18 and Part C of Schedule II of the Listing Regulations of the Listing Regulations. The scope and function of the Audit Committee is in accordance with the above provisions. The broad terms of reference are as under:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

2. Reviewing, with the management, the annual financial statements/ Half Yearly/ Quarterly and auditor's report thereon before submission to the Board for approval.

3. Recommending to the Board the appointment, remuneration and terms of appointment of the auditor of the Company; reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process; and approving payments to statutory auditors for any other services rendered by them;

4. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter; Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

5. Approval or any subsequent modifications of transactions of the Company with related parties;

6. Scrutinizing of inter-corporate loans and investments; Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans /advances / investments existing as per applicable law;

7. Evaluating of internal financial controls and risk management systems;

8. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances

9. Discussing with and reviewing the internal auditors on any significant findings and follow up thereon;

10. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority;

During FY2024-25 six meetings was held, as follows:

Sr. No.	Name	Category	Designation	Date and Attendance of meeting						
				May 28, 2024	July 01, 2024	Aug 02, 2024	Nov 12, 2024	Jan 31, 2025	Mar 15, 2025	%
1	Mr. Murali Sivaraman	Non-Executive Independent Director	Chairman	√	√	√	√	√	√	100%
2	Mr. Madhavan Ganesan	Non-Executive Independent Director	Member	√	√	√	√	√	√	100%
3	Ms. Hiroo Mirchandani #	Non-Executive Independent Director	Member	√	√	-	-	-	-	100%
4	Mr. Anish Kumar Saraf ##	Non-Executive Nominee Director	Member	√	√	NA	-	-	-	66.67%
5	Ms. Aparna Surabhi *	Non-Executive Independent Director	Member	-	-	√	√	√	√	100%

ceased to be a member w.e.f July 04, 2024 and ##w.e.f. September 19, 2024 respectively. *appointed as member w.e.f July 12, 2024.

Mr. Gangadi Madhukar Reddy (MD & CEO) and Dr. Cherukupalli Bhaskar Reddy (WTD & COO) were invited and attended all the meetings. The audit committee invited the CFO and all other stakeholders as may be required. Mr. Manoj Kumar Srivastava Company Secretary and Compliance Officer of the Company, acted as Secretary of the Committee.

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Board identifies persons qualified to become Directors and recommends to the Board the appointment, remuneration and removal of the Directors and Senior Management, The Committee's roles also includes formulation of criteria for evaluation of performance of the Directors and the Board as a whole and administration of the Employees Stock Option Scheme of the Company.

Composition, Roles and Responsibilities and Attendance

The Nomination and Remuneration Committee has been constituted in terms of Section 178 of the Act, read with Regulation 19 and Part D of Schedule II of the Listing Regulations. The scope and function of the Nomination and Remuneration Committee is in accordance with above provisions. The broad terms of reference are as under:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulating criteria for evaluation of the performance of the independent directors and the Board;
3. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
4. Analyzing, monitoring and reviewing various human resource and compensation matters;
5. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Corporate Governance Report (Contd.)

During FY2024-25 four meetings was held, as follows:

Sr. No.	Name	Category	Designation	Date and Attendance of meeting				
				May 28, 2024	July 1, 2024	Aug 2, 2024	Dec 18, 2024	%
1	Mr. Murali Sivaraman**	Non-Executive Independent Director	Chairperson	√	√	√	√	100%
2	Ms. Hiroo Mirchandani*	Non-Executive Independent Director	Chairperson	√	√	-	-	100%
3	Mr. Madhavan Ganesan	Non-Executive Independent Director	Member	√	√	√	√	100%
4	Ms. Aparna Surabhi#	Non-Executive Independent Director	Member	-	-	√	√	100%

* upto July 04, 2024. **w.e.f July 12, 2024. # w.e.f July 12, 2024.

Mr. Gangadi Madhukar Reddy (MD & CEO) is a permanent invitee and attended all the meetings. Mr. Manoj Kumar Srivastava Company Secretary and Compliance Officer of the Company, acted as Secretary of the Committee.

Stakeholder Relationship Committee:

The Stakeholders Relationship Committee of the Board primarily oversees redressal of shareholders and investor grievances, approves transmission of shares, sub-division / consolidation / renewal of share certificates / issue of duplicate share certificates, etc.

Composition, Roles and Responsibilities and Attendance

The Stakeholders Relationship Committee has been constituted in terms of Section 178 of the Act read with Regulation 20 of the Listing Regulations. The scope and function of the Committee is in accordance with the above provisions. The broad terms of reference are as under:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
2. To review measures taken for effective exercise of voting rights by shareholders;
3. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company: and
5. Carrying out such other functions as may be specified by the Board from time to time or specified/ provided under the Companies Act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

During FY2024-25 one meeting was held, as follows:

Sr. No	Name	Category	Designation	Date and Attendance of meeting	
				Aug 02, 2024	%
1	Mr. Madhavan Ganesan	Non-Executive Independent Director	Chairman	√	100%
2	Dr. Cherukupalli Bhaskar Reddy	Whole -Time Director	Member	√	100%
3	Mr. Gangadi Madhukar Reddy	Managing Director & CEO	Member	√	100%

Mr. Manoj Kumar Srivastava Company Secretary of the Company, acted as Secretary of the Committee.

Shareholder's Complaint Statement:

The details of investor complaints received / redressed during the financial year 2024-25 is as under:

Complaint as on 01/04/2024	Received during the year	Resolved during the year	Pending as on 31/03/2025
NIL	NIL	NIL	NIL

Risk Management Committee:

The Risk Management Committee plays critical role in enhancing governance, risk management, sustainability and compliance within the Company as provided in line with Listing Regulations, the Company ensures a structured approach to identifying and mitigating risk while integrating sustainability into the Company's long-term strategy. The Committee oversees and approves the strategic Risk Management framework of the Company, and reviews the risk mitigation strategies, majors taken for cyber security and results of risk identifications, prioritization and mitigation plans of the Company. Formulation of Risk Management policy and review of implementation, effectiveness, adequacy of the risk management plans, systems and processes of the Company forms part of the role of Committee.

Composition, Roles and Responsibilities and Attendance

The Committee is constituted in line with the provisions of Regulation 21 of the SEBI Listing Regulations. The broad terms of reference are as under:

1. To formulate a detailed risk management policy for identification of internal and external risk and measures for risk mitigation.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
5. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Committee.

During FY2024-25 two meetings was held, as follows:

Sr. No.	Name	Category	Designation	Date and Attendance of the Meeting		
				Aug 02, 2024	Jan 31, 2025	%
1	Mr. Madhavan Ganesan	Non-Executive Independent Director	Chairman	√	√	100%
2	Mr. Gangadi Madhukar Reddy	Managing Director & CEO	Member	√	√	100%
3	Dr. Cherukupalli Bhaskar Reddy	Whole Time Director	Member	√	√	100%
4	Mr. Murali Sivaraman	Non-Executive Independent Director	Member	√	√	100%
5	Ms. Aparna Surabhi*	Non-Executive Independent Director	Member	√	√	100%

* appointed w.e.f July 12, 2024.

Mr. Manoj Kumar Srivastava Company Secretary and Compliance Officer of the Company, acted as Secretary of the Committee.

Corporate Governance Report (Contd.)

Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee oversees Corporate Social Responsibility and other matters as may be referred to the Board, from time to time.

Composition, roles and responsibilities and attendance

The Corporate Social Responsibility Committee was constituted under the provisions of Section 135 of the Act and the rules and guidelines framed thereunder. The scope and functions of the Committee is framed as per the said provisions. The broad terms of reference are as under:

1. Formulation of a corporate social responsibility policy to the Board, indicating the activities to be undertaken by the Company in areas or subjects specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;
2. Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;
3. Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;
4. Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
5. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
6. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and
7. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company or as may be required under applicable laws.

During FY2024-25 one meeting were held, as follows:

Sr. No.	Name	Category	Designation	Date and Attendance of the Meeting	
				Nov 12, 2024	%
1	Ms. Aparna Surabhi*	Non-Executive Independent Director	Chairperson	√	100%
2	Mr. Madhavan Ganesan	Non-Executive Independent Director	Member	√	100%
3	Mr. Gangadi Madhukar Reddy	Managing Director & CEO	Member	√	100%
4	Dr. Cherukupalli Bhaskar Reddy	Whole Time Director	Member	√	100%

*appointed w.e.f July 12, 2024.

Mr. Manoj Kumar Srivastava Company Secretary and Compliance Officer of the Company, acted as Secretary of the Committee.

General Body Meeting:

A) Annual General Meeting:

The Company takes pride in its consistent track record of conducting the last three Annual General Meetings (AGMs) within the statutory timeline, reflecting its strong commitment to transparent corporate governance. Each AGM was convened and conducted in full compliance with the provisions of the Companies Act, 2013, ensuring adherence to all regulatory requirements. Shareholders received timely notices, allowing sufficient time for participation and informed decision-making. The agenda items were thoroughly discussed and voted upon, demonstrating the Company's dedication to legal compliance and meaningful shareholder engagement.

The Annual General Meetings of previous three years are as given below:

Financial Year	Date of AGM	Time	Venue / Mode
2023-24	September 26, 2024	03:30 PM	Through Video Conferencing (VC) or Other Audio Visual Means (OVAM)
2022-23	September 29, 2023	03:30 PM	Through Video Conferencing (VC) or Other Audio Visual Means (OVAM)
2021-22	September 26, 2022	04:00 PM	Through Video Conferencing (VC) or Other Audio Visual Means (OVAM)

B) Special Resolutions:

The previous three Annual General Meetings (AGMs) of the Company and details of these Special Resolutions are as follows:

AGM	Date of AGM	Information regarding Special Resolutions
18^{th}	September 26, 2024	Appointment of Ms. Aparna Surabhi as Non-Executive Independent Director of the Company.
17^{th}	September 29, 2023	Alteration in Articles of Association of the Company
16^{th}	September 26, 2022	Alteration in Articles of Association Ratification of MedPlus Employees Stock Option and Shares Plan 2009 Ratification of MedPlus Employees Stock Option and Shares Plan 2021.

C) Postal Ballot through E-voting (Special Resolution)

During the year under review, the Company successfully passed one special resolution through postal ballot by way of e-voting for the Appointment of Mr. Thyagarajan Muralidharan (DIN: 00052097), as a Non-Executive Independent Director of the Company. The Notice was circulated through e-mail to all the members and was passed by the shareholders with the requisite majority. The Board of Directors of the Company appointed Ms. Rashida Adenwala, Practicing Company Secretary as scrutinizer for scrutinizing the Postal Ballot through e-voting and KFin Technologies Limited, Registrar & Transfer Agent of the Company, has provided facility for voting through e-voting. Brief details pertaining to the said postal ballot is given below:

Special Resolution	Appointment of Mr. Thyagarajan Muralidharan (DIN: 00052097), as a Non-Executive Independent Director of the Company.
Date of Postal Ballot Notice	January 31, 2025
Date of Completion of dispatch of Postal Ballot Notice	February 10, 2025
Period of E-Voting	February 11, 2025 to March 12, 2025
Date of declaration of Voting Results	March 13, 2025

MEANS OF COMMUNICATION:

A) Quarterly Financial Results

The quarterly financial results are generally published in national newspaper i.e. Financial Express (English Language) and Nava Telangana (Regional Language) and are also displayed on Company's website.

B) News Releases, Presentations

All the disclosures submitted to both the Stock Exchanges i.e. NSE and BSE from time to time and are also displayed on the Company's website at https://www.medplusindia.com/.

C) Analysts/Investors presentations/Official news releases

The detailed presentations made before the analysts/investors are disseminated to stock exchanges and as well displayed on the Company's website at https://www.medplusindia.com/corporate.jsp

The management participates in the analyst/earnings call every quarter, after the announcement of results.

The audio recording of analyst calls and transcripts are posted on the Company's website.

GENERAL SHAREHOLDER INFORMATION:

Company Registration Details:

The Corporate Identity Number (CIN), allotted by Ministry of Corporate Affairs, Government of India is L85110TG2006PLC051845, and The Company Registration Number is 051845.

Annual General Meeting:

The Nineteenth Annual General Meeting of the company for the financial year 2024-25 is scheduled to be held as under:

Date	Friday, September 26, 2025
Venue (Registered Office)	The AGM will be held on electronic platform
Time	03:30 PM IST

Registrar and Share Transfer Agent:

M/s KFin Technologies Limited is acting as Registrar & Share Transfer Agent (RTA) of the Company. They have adequate infrastructure and VSAT connectivity with both the depositories, which facilitates better and faster services to the investors. The address of RTA and for all correspondence is given below:

Selenium Building, Tower-B, Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.
Ph.No: (+91) 040 6716 2222
Ph.No: (+91) 040 7961 1000
Email: einward (dot) ris (at) kfintech (dot) com
Website: www.kfintech.com
Android Mobile App: KPRISM

Company Secretary and Compliance Officer:

Mr. Manoj Kumar Srivastava
Corporate and Regd Office: H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, (Moosapet), Kukatpally, Hyderabad - 500 037, Telangana, India.
Email: cs (at) medplusindia (dot) com, manoj (dot) srivastava (at) medplusindia (dot) com
Contact No. +91-040-6724-6724

Circulation of Annual Report:

Annual Report containing audited Standalone and Consolidated Financial statements together with Board's Report, Auditors' Report and other reports/information are circulated to members entitled thereto and is also made available on the Company Website at https://www.medplusindia.com

Dividend Payment:

The Company has not declared a dividend during the year under review. During the year under review the securities of the Company were not suspended from trading.

Listing Information:

(a) Stock Exchanges:

National Stock Exchange ("NSE")	Bombay Stock Exchange("BSE")
National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051	BSE Limited, Phiroze Jeejebhoy Towers, Dalal Street, Fort, Mumbai-400001
Website: www.nseindia.com	Website: www.bseindia.com
Stock Code: MEDPLUS	Scrip Code: 543427

Annual fees have been paid by the Company to NSE & BSE for FY 2024-25;

(b) Depositories:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
Trade World, A Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.	Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013

Annual Custodian fees have been paid by the Company to NSDL & CDSL.

Plant Locations:

The details of Plant Locations are given below:

1. Kallakal Factory	2. Shamirpet Factory	3. Pashamylaram Factory	4. Pashamylaram Factory	5. Moosapet Factory
Survey No. 394, 402, 412 and 413, Kallakal Village, Toopran Mandal, Tupran, Medak, Telangana, 502334	Ground Floor and First Floor, Door No. 6-9, Survey No. 323, Babaguda Village, Shamirpet Mandal, Hyderabad, Medchal Malkajgiri, Telangana, 500078	Plot No. 110, Phase III, Industrial Park, Pashamylaram Village, Patancheru Mandal, Medak, Telangana, 502307	Plot No. 221/B, Survey No. 171, Ph-III, Pashamylaram Village, Sanga Reddy District, Sangareddy, Telangana, 500050	Municipal No. 12-7-20/64/2, Survey No. 793, Goods Shed Road, Moosapet, Kukatpally, Rangareddy, Telangana, 500018

Credit Ratings:

The Company has not taken any services from credit rating agencies during the year under review.

Policies of the Company:

In pursuance of the Company's policy to adhere to the ethical and governance standards, the Company has inter-alia, the following polices and codes. All of them are available on the website i.e. www.medplusindia.com

Name of the policy	Website link
Policy for Materiality event and disclosure	https://www.medplusindia.com/uploads/content/Policy%20on%20Materiality.pdf
Policy on Material Subsidiary	https://www.medplusindia.com/uploads/content/Policy%20on%20Material%20Subsidiary.pdf
Board Diversity policy	https://www.medplusindia.com/uploads/content/Policy-on-Board-Diversity.pdf
Policy on succession planning for Board and Senior Management	https://www.medplusindia.com/uploads/content/Succession-Plan.pdf
Nomination and Remuneration Policy	https://www.medplusindia.com/uploads/content/Nomination%20and%20Remuneration%20Policy.pdf
Dividend Distribution policy	https://www.medplusindia.com/uploads/content/Policy-on-Dividend-Distribution.pdf
Fair Disclosure code under insider Trading	https://www.medplusindia.com/uploads/content/Fair-Disclosure-Code.pdf
Business responsibility Policy	https://www.medplusindia.com/uploads/content/Business_Responsibility_Policy.pdf
Archival Policy	https://www.medplusindia.com/uploads/content/Archival-Policy.pdf
Policy on preservation of documents	https://www.medplusindia.com/uploads/content/Policy-for-Preservation-of-Documents.pdf
Risk Management Policy	https://www.medplusindia.com/uploads/content/Risk-Management-Policy.pdf
Policy on materiality of Related Party transaction and Dealing with Material Related Party Transactions.	https://www.medplusindia.com/uploads/content/Policy%20on%20Materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf
Policy on related Party Transaction	https://www.medplusindia.com/uploads/content/Related-Party-Transaction-Policy.pdf
Policy on evaluation of performance of Independent Directors and the Board of Directors	https://www.medplusindia.com/uploads/content/Policy-on-Evaluation-of-Performance.pdf

OTHER DISCLOSURES:

Disclosure of materially significant Related Party Transactions:

During the financial year 2024-25, the Company has not entered into any materially significant related party transaction, which could have a potential conflict of interest between the Company and its Promoters, Directors, Management or their relatives other than the transactions carried out in the normal course of business. The related party transactions are disclosed in Notes to Accounts. A copy of the policy on dealing with related party transactions is available on the Company's website i.e. https://www.medplusindia.com/uploads/content/Policy%20on%20Materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf

Disclosure in relation to the Sexual Harassment:

The Company is committed to ensure that all the employees work in an environment that is inclusive and provides an opportunity to bring their best selves at workplace. The Company is also committed to provide a work environment that ensures every person is treated with dignity, respect and fair treatment. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act). The objective of this policy is to lay clear guidelines and provide right direction in case of any reported incidence of sexual harassment across the Company's office and take appropriate decision in resolving such issues. To build awareness in this area, the Company has been conducting induction/ refresher programs in the organization on a continuous basis. During the year, your Company organized a program for all employees.

As per the requirement of the POSH Act, the Company has constituted an Internal Complaints Committees (ICC). While maintaining the highest governance norms, the Company has appointed external independent persons who have prior experience in the areas of women empowerment and prevention of sexual harassment.

The status of POSH during the year is as under:

Complaint as on 01/04/2024	Received during the year	Resolved during the year	Pending as on 31/03/2025
NIL	NIL	NIL	NIL

Whistle Blower Policy & Vigil Mechanism:

MedPlus believes in the conduct of affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and is committed to developing a culture where it is safe for all employees to raise concerns about any unacceptable practice or any event of misconduct. The employees are encouraged to voice their concerns by Whistle Blowing. The Policy provides an avenue to every employee and every person as defined therein to report concerns directly to the Management or to the Chairperson of the Audit Committee. The Company Secretary and HR Head is the designated officers for effective implementation of the Policy and dealing with the complaints registered under the Policy. All cases, registered under the Whistle Blower Policy of the Company, are reported to the Chairperson of Audit Committee and are subject to the review of the Audit Committee. The Company affirms that no personnel has been denied access to the Audit Committee. The Whistle Blower Policy has been communicated across the company as well as it's group companies and is readily accessible on the Company's website.

The details of person with whom complaints can be filed are as below:

- **Mr. Murali Sivaraman - Chairman, Audit Committee**

  Email: murali2104@yahoo.com

- **Mr. Hari Hara Rao - Head HR**

  Email: harid@medplusindia.com

- **Mr. Manoj Kumar Srivastava - Company Secretary & Compliance Officer**

  Email:manoj.srivastava@medplusindia.

The Chairman of the Audit committee and Vigilance officers can also be reached through "mailto:whistleblower@medplusindia.com" whistleblower@medplusindia.com.

During the year under review, there were no qualified whistleblower complaint. The Whistle Blower Policy is available on the website of the Company at https://www.medplusindia.com/uploads/content/Whistle%20Blower%20Policy.pdf

Subsidiary Companies:

All subsidiary companies are managed by independent Boards having the rights and obligations to manage such Companies in the best interest of their stakeholders. Presently the Company is having eleven subsidiary companies out of that one material unlisted subsidiary company along with six other subsidiaries and four step-down subsidiaries. The Audit Committee reviews the financial statements of the unlisted subsidiaries. The minutes of meetings of the Board of Directors and a statement of all significant transactions and arrangements entered by the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company for their review. The Company has a Policy for determining material subsidiaries which is uploaded on the website of the Company at https://www.medplusindia.com/uploads/content/Policy%20on%20Material%20Subsidiary.pdf

Details of material Subsidiary; Name and date of appointment of Statutory Auditors:

Sr. No.	Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name and date of appointment of Statutory Auditor
1	Optival Health Solutions Private Limited	11/07/2005	Hyderabad	M/s B S R and Co, the Statutory Auditors was appointed on September 28, 2023

Fund raised and utilization through qualified institutions placement

During the year under review, the company has not raised any funds through preferential allotment.

Compliance with the Code of Conduct:

Pursuant to Regulation 34 (3) and Schedule V of the Listing Regulations, all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2025.

CEO / CFO Certificate:

Mr. Gangadi Madhukar Reddy, Managing Director and CEO and Mr. Sujit Kumar Mahato, Chief Financial Officer of the Company have certified to the Board with regard to the compliance in terms of Regulation 17(8) of the SEBI Listing Regulations. The same forms part of this report as **Annexure-I.**

Confirmation and Certification:

The Company annually obtains from each Director, details of the Board and Board Committee positions he/she occupies in other Companies, and changes if any, regarding their Directorships. The Company has obtained a certificate from Rashida Adenwala, (C.P. NO.:2224; M. No. 4020), R & A Associates, Practicing Company Secretaries, under Regulation 34(3) and Schedule V Para C Clause (10)(i) of Listing Regulations confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the SEBI and Ministry of Corporate Affairs (MCA) or any such authority and the same forms part of this as **Annexure-J.**

Fees paid to Statutory Auditors:

During the year under review, the company has paid ₹10.30 million, which includes fee of ₹0.11 million for other services availed paid/payable by the Company and its Subsidiaries to M/s B S R and Co, Chartered Accountants, Statutory Auditors of the company. Please refer to the Notes to accounts, for the details of fees paid by the Company to the Statutory Auditors for the financial year 2024-25.

Certificate on Corporate Governance:

The Company diligently adheres to all mandatory provisions of Corporate Governance as prescribed by the Listing Regulations and other applicable provisions. Furthermore, the Company is committed to maintaining compliance with non-mandatory requirements outlined in Regulation 27(1) in conjunction with Part E of Schedule II of the Listing Regulations. By doing so, the Company aims to foster a strong corporate governance framework that ensures transparency, accountability, and protection of stakeholders' interests. The Company has submitted quarterly compliance report on Integrated Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations. In compliance with the conditions of Corporate Governance. The Company has complied with all the requirements of the Stock Exchange, SEBI and other statutory authorities on the matters related to Capital Markets, as applicable except as mentioned in the Secretarial Audit Report which forms the part of the Annual report. M/s R & A Associates, Secretarial Auditors of the Company has issued a certificate confirming that the Company has complied with the conditions of Corporate Governance and accordingly the same forms part of this report as **Annexure-K**.

Corporate Governance Report (Contd.)

Management Discussion and Analysis Report:

The Management Discussion and Analysis (MDA) report provides a comprehensive analysis of the Company's performance, market trends and strategic initiatives. The MDA report offers valuable insights for shareholders and stakeholders, enhancing transparency and understanding of the Company's operations and accordingly the same forms part of this report.

Directors and Officers (D&O) Liability Insurance:

The Company's fully complies with in line with the requirement of Regulation 25(10) of the SEBI (LODR) Regulations, 2015, ensuring transparent and accountable corporate governance practices. This adherence safeguards stakeholder's interests and contributes to the Company's overall success.

Remuneration to Directors and KMP:

The Nomination and Remuneration Committee determines and recommends to the Board, the compensation payable to all the Directors, the remuneration is in accordance with the provisions of the Companies Act, 2013. During the year under review, the remuneration paid to the directors and KMPs are given below:

(₹ in millions)

Name of Director	Designation	Salary and Perquisites					
		Fixed Pay	Perquisites	Retirement Benefits	Commission	Sitting fees	Total
Mr. Gangadi Madhukar Reddy	Managing Director & CEO	4.00	-	0.37	-	-	4.37
Dr. Cherukupalli Bhaskar Reddy	Whole Time Director	11.59	-	0.36	-	-	11.95
Mr. Murali Sivaraman	Non-Executive Independent Director	-	-	-	-	1.30	1.30
Mr. Madhavan Ganesan	Non-Executive Independent Director	-	-	-	-	1.40	1.40
Ms. Aparna Surabhi	Non-Executive Independent Director	-	-	-	-	0.95	0.95
Mr. Thyagarajan Muralidharan	Non-Executive Independent Director	-	-	-	-	0.20	0.20
Ms. Hiroo Mirchandani	Non-Executive Independent Director	-	-		-	0.40	0.40
Mr. Sujit Kumar Mahato	Chief Financial Officer	14.01	6.03	0.44	-	-	20.47
Mr. Manoj Kumar Srivastava	Company Secretary and Compliance Officer	4.84	1.62	0.18	-	-	6.64

There is no pecuniary relationship or transactions with the Non-Executive Directors other than those mentioned above. Pursuant to clause 6 of Part C of Schedule V, the criteria of making payments to non-executive directors, details of fixed component and performance linked incentives, along with the performance criteria, service contracts, notice period, severance fees and details of stock option, if any whether issued at a discount as well as the period over which accrued and over which exercisable is as per policy of the Company.

The above remuneration excludes retiral benefits i.e. leave encashment, provident fund, gratuity and premium paid for group health insurance, as per actuarial valuation and premium payments made by the Company.

Particulars of Senior Management Personnel:

Mr. Lakshman Kandarpa, Chief Retail Officer, Mr. Venugopal Siripuram, Chief Technology Officer and Mr. Chetan Dikshit, Chief Strategy Officer of the Company resigned and relieved due to personal reasons.

Mr. T.S Sharma, Dy. Chief Technology Officer escalated to Chief Technology Officer of the Company. There were no other changes in the SMP and KMP of the Company.

Code of Conduct for Director and Senior Management:

The Board has laid down a Code of Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. All Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct. A declaration signed by Chief Executive Officer to this effect is attached to this report. The Board has also adopted separate code of conduct with respect to duties of Independent Directors as per the provisions of the Act. The Code is available on the website of the Company Code of Conduct for Directors and Senior Management https://www.medplusindia.com/uploads/content/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf

Employee Stock Options Schemes :

During the financial year, the eligible employees of the Company were granted stock options. The details of ESOPs, are stated in Directors' Report which is a part of this Annual Report.

Functional Website of the Company

MedPlus complies with Regulation 46 of the Listing Regulations by maintaining an active and informative website for the Company. The official website, accessible at www.medplusindia.com, serves as a reliable source of essential information about the Company, including details about its business, financial information, various policies, shareholding pattern, and other relevant information for shareholders. The Company recognizes the importance of keeping its website up to date and regularly updates the information provided on the website. By doing so, MedPlus ensures that shareholders and other stakeholders have easy access to accurate and current information about the Company's operations and performance.

The Company's website serves as a valuable resource for shareholders to stay informed about MedPlus activities, enabling them to make well-informed decisions. By maintaining a functional and regularly updated website, MedPlus demonstrates its commitment to transparency and providing convenient access to relevant information for the benefit of its stakeholders.

Reconciliation of Share Capital Audit Report:

Pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018, a Practicing Company Secretary has carried out a Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The Secretarial auditors confirm that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Compliance Management System :

The Company's compliance remains a top priority. As we are operating in a highly regulated market and we are committed to conducting business legally, ethically, and in alignment with our core values. To strengthen compliance oversight, we are implementing the Compliance Management System to monitor adherence to all applicable laws and regulations. The Audit Committee periodically reviews compliance status and progress. By embedding compliance into our operations, we foster stakeholder trust and support sustainable business growth.

Disclosure of Accounting Treatment:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

Code of Conduct for Prevention of Insider Trading:

Pursuant to the provisions of the SEBI Insider Trading and in order to restrict communication of Unpublished Price Sensitive Information (UPSI), the Company has adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Disclosure by Senior Management Personnel

The Senior Management Personnel of your Company have made disclosures to the Board confirming that there are no material, financial and commercial transactions where they have personal interest that may have a potential conflict of interest with the Company at large.

Policy for determining Material Subsidiary:

The Company has adopted a policy for determining a material subsidiary, in terms of which a subsidiary shall be considered as Material, if, the income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. In terms of the said policy, the Company has one material subsidiary namely Optival Health Solutions Private Limited. Necessary compliances w.r.t. material subsidiaries have been duly carried out. For the purpose of appointing an Independent Director on the Board of the material unlisted subsidiary Company, "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth of the holding Company in the immediately preceding accounting year. However, Optival Health Solutions Private Limited, being our unlisted material subsidiary company, one independent director of our Board have been duly appointed on Board of Optival Health Solutions Private Limited.

Details of non-compliance by the Company, penalties and strictures imposed on the Company, during the last three years:

During the year under review there is no penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets.

The Company has submitted quarterly compliance report on Integrated Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations. In compliance with the conditions of Corporate Governance, the certificate issued by M/s R & A Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations, is annexed. The Company has complied with all the requirements of the Stock Exchange, SEBI and other statutory authorities on the matters related to Capital Markets, as applicable except as mentioned in the Secretarial Audit Report which forms the part of the Annual report as **Annexure-K**.

Disclosure of Loans and Advances:

Please refer the financial statements of the Company.

Outstanding GDRs/ADRs/Warrants or any convertible instruments:

During the year under review, the Company does not have any outstanding GDRs / ADRs / Warrants or any other convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities

During the year under review no commodity price risk or foreign risk and hedging activities were carried out.

Compliance with mandatory and discretionary requirements:

The Company has complied with all mandatory requirements prescribed by SEBI Listing Regulations and the Company is in the process of compliance with discretionary requirements as stated under Part E of Schedule II to the SEBI Listing Regulations. During the year under review, there is no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements. M/s. Ernst & Young LLP, the Internal Auditors, report directly to the Audit Committee.

Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account:

The Company does not have any unclaimed shares and hence the disclosure pursuant to SEBI (LODR) Regulations is not applicable.

Secretarial Audit:

The Secretarial Audit Report of the Company for the year ended March 31, 2025, issued by Ms. Rashida Adenwala, (C.P. No.: 2224; M. No. 4020), M/s. R & A Associates, Practicing Company Secretaries forms part of the Board's Report as Annexure-F. As on March 31, 2025, none of the subsidiaries of the Company except Optival Health Solutions Private Limited qualified to be material unlisted subsidiary. Further, pursuant to the provisions of Regulation 24A of SEBI Listing Regulations, the secretarial audit report of material unlisted subsidiaries forms part of the Boards' Report as **Annexure-F.**

Agreement on compensation of profit sharing in connection with dealings in securities of the Company:

During the financial year under review, no employee including Key Managerial Personnel or Director or Promoter of the Company had entered into any agreement, either for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in securities of the Company. Pursuant to requirement of disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations, there are no agreements that required to be disclosed.

In accordance with the provisions of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Directors, Promoter(s) & members of Promoter(s) Group and Senior Managerial Personnel have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Declaration on Code of Conduct:

MedPlus is committed to conducting its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. The Company has adopted a "Code of Ethics and Business Conduct" which is applicable to all Directors, officers and employees.

I hereby certify that the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Ethics and Business conduct for the financial year 2024-25.

For MedPlus Health Services Limited

Sd/-
Gangadi Madhukar Reddy
Chairman, MD & CEO
DIN: 00098097

Place: Hyderabad
Date: August 02, 2025

Shareholding as on March 31, 2025, is as follows:

Category of shareholder (I)	Nos. Of share-holders (II)	No. of fully paid-up equity shares held (III)	Total nos. shares held (IV)	Share-holding as a % of total no. of shares (calculated as per SCRR, 1957) (V) As a % of (A+B+C1)	Number of Voting Rights held in each class of securities (VI)				Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (VII) As a % of (A+B+C1)	Number of Locked in shares (VIII)		Number of Shares pledged or otherwise encumbered (IX)		Number of equity shares held in dematerialized form (X)
					No of Voting Rights			Total as a % of (A+B+C)		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
					Class eg: X	Class eg: y	Total							
Promoter & Promoter Group (A)	3	4,82,80,627	4,82,80,627	40.34	4,82,80,627	-	4,82,80,627	40.34	40.34	-	-	2,86,48,829	59.34	4,82,80,627
Public (B)	83,435	7,13,58,319	7,13,58,319	59.62	7,13,58,319	-	7,13,58,319	59.62	59.62	-	-	-	-	7,13,09,179
Non- Promoter-Non- Public (C)	1	54,885	54,885	-	54,885	-	54,885	0.05		-	-	-	-	54,885
Shares held by Employee Trusts (C1)	1	54,885	54,885	0.05	54,885	-	54,885	0.05	0.05	-	-	-	-	54,885
Total	**83,439**	**11,96,93,831**	**11,96,93,831**	**100**	**11,96,93,831**	**-**	**11,96,93,831**	**100.00**	**100**	-	-	**2,86,48,829**	**23.94**	**11,96,44,691**

Distribution of Shareholding as on March 31, 2025:

No. of Shares held of ₹10 each between		No. of shares	% of shareholding	No. of shares	% of shareholding
From	To				
1	500	83,623	99.21 %	85,92,467	7.17 %
501	1000	238	0.28 %	8,78,265	0.73 %
1001	2000	113	0.13 %	8,06,070	0.67 %
2001	3000	54	0.06 %	6,82,897	0.57 %
3001	4000	33	0.03 %	5,76,855	0.48 %
4001	5000	19	0.02 %	4,29,903	0.35 %
5001	10000	60	0.07 %	19,88,411	1.66 %
10001	Above	144	0.17 %	10,57,38,963	88.34 %
		84,284	**100.00 %**	**11,96,93,831**	**100.00 %**

Annexure I

CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATION AND REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors,
MEDPLUS HEALTH SERVICES LIMITED
H. No: 11-6-56, Survey No: 257 & 258/1
Opp: IDPL Railway Siding Road, Moosapet,
Kukatpally, Hyderabad - 500037, Telangana, India

Subject: Compliance Certificate under Regulation 17(8) of SEBI (LODR) Regulations, 2015

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 17(8) read with Part B of Schedule II of SEBI (LODR) Regulations, 2015 we hereby certify that:

A. We have reviewed financial statement and the cash flow statement for the year ended March 31, 2025, and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2025, which are fraudulent, illegal or in violation of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee:

a. No significant changes in internal control over financial reporting during the year;

b. No significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Gangadi Madhukar Reddy
Managing Director & CEO

Sd/-
Sujit Kumar Mahato
Chief Financial Officer

Place: Hyderabad
Date: August 02, 2025

Annexure-J

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) of SEBI (LODR) Regulations, 2015 read with PARA-C Clause 10 (i) of Schedule V)

To
The Members of
MedPlus Health Services Limited,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MedPlus Health Services Limited**, bearing CIN: **L85110TG2006PLC051845** and having registered office at H. No: 11-6-56, Survey No: 257 & 258/1 Opp: IDPL Railway Siding Road, Moosapet, Kukatpally Hyderabad Telangana 500037 (herein after referred to as 'the Company'), and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify as on date that, none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2025, have been debarred or disqualified from being appointed or continuing as directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

S. No	Name of Director	DIN
1.	Gangadi Madhukar Reddy	00098097
2.	Anish Kumar Saraf*	00322784
3.	Murali Sivaraman	01461231
4.	Madhavan Ganesan	01674529
5.	Cherukupalli Bhaskar Reddy	00926550
6.	Hiroo Mirchandani**	06992518
7.	Aparna Surabhi#	01641633
8.	Thyagarajan Muralidharan##	00052097

** ceased w.e.f July 04, 2024 and * w.e.f September 19, 2024

appointment w.e.f July 01, 2024 and ## w.e.f December 18, 2024

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R & A Associates
Practising Company Secretaries

Sd/-
Rashida Adenwala
Founder Partner
M. No: F4020 C. P. No: 2224
UDIN: F004020G000912191

Place: Hyderabad
Date: August 02, 2025

Annexure-K

PRACTISING COMPANY SECRETARY CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with in Part E of Schedule V of SEBI (LODR), 2015]

To
The Members of
MedPlus Health Services Limited,
Hyderabad.

We have examined the compliance of conditions of Corporate Governance by **MedPlus Health Services Limited** for the year ended March 31, 2025 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as per the Listing Agreement entered into the by the said Company with stock exchange.

The compliance with the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above listing Regulation.

We state that in respect of investor grievances received during the year ended March 31, 2025, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Investors/Shareholders Grievance Committee. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R & A Associates
Practicing Company Secretaries

Sd/-
Rashida Adenwala
Founder Partner
M. No: F4020 C. P. No: 2224
UDIN: F004020G000912290

Place: Hyderabad
Date: August 02, 2025

Annexure II

Business Responsibility & Sustainability Reporting

(Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	FY 2024-2025
1	Corporate Identity Number (CIN) of the Listed Entity	L85110TG2006PLC051845
2	Name of the Listed Entity	MedPlus Health Services Limited
3	Year of incorporation	30/11/2006
4	Registered office address	H. No: 11-6-56, Survey No: 257 & 258/1 Opp: IDPL Railway Siding Road, Moosapet, Kukatpally Hyderabad TG 500037 IN
5	Corporate address	H. No: 11-6-56, Survey No: 257 & 258/1 Opp: IDPL Railway Siding Road, Moosapet, Kukatpally Hyderabad TG 500037 IN
6	E-mail	cs@medplusindia.com
7	Telephone	040-62746274
8	Website	http://www.medplusindia.com/
9	Financial year for which reporting is being done	1st April 2024 to 31st March 2025
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited & National Stock Exchange of India Ltd
11	Paid-up Capital	239.39 Million
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Manoj Kumar Srivastava manoj.srivastava@medplusindia.com 040 -62746274
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone basis*
14	Name of assurance provider	NA
15	Type of assurance obtained	NA

* MedPlus Health Services Limited ('MHSL' or 'MedPlus) being a retail pharmacy Company, has various retail outlets and other operations under Optival Health Solutions Private Limited (OHSPL or Optival). As ~ 90% of the operations are carried out through OHSPL, it has been included in the reporting boundary.

Business Responsibility & Sustainability Report (Contd.)

II. Products/services

16. Details of business activities *(accounting for 90% of the turnover):*

Sr. No.	Description of MainActivity	Description of Business Activity	% of Turnover of the entity
1.	Hospital and Medical Care	Pharmaceutical products, Medical and orthopedic goods	98.24%
2.	Hospital and Medical Care	Diagnostic-imaging services	1.76%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover Contributed
1.	Retail Trade services: Pharmaceutical products Medical and orthopedic goods	47721	98.24%
2.	Other human health services: Diagnostic-imaging services	86905	1.76%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	5	4985	4990
International	0	0	0

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	14
International (No. of Countries)	0

Note :

National: The company operates across various states in India through its offices, stores and website.

b. What is the contribution of exports as a percentage of the total turnover of the entity? 0

c. A brief on types of customers

As one of India's largest retail pharmacy chains, MedPlus serves end-use consumers of pharmaceutical and fast-moving consumer goods (FMCG). Customers can connect with us through our extensive network of physical stores or via our omni-channel platform.

We offer a diverse range of products, including:

1. Pharmaceutical and wellness products – such as prescription medicines, over-the-counter drugs, vitamins, medical devices, and diagnostic test kits.
2. Fast-moving consumer goods (FMCG) – including personal and home care products like toiletries, baby care items, soaps, detergents, and sanitizers.

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IV Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
EMPLOYEES						
1	Permanent (D)	25,007	16,864	67.44%	8,143	32.56%
2	Other than Permanent (E)	0	0	0%	0	0%
3	**Total employees (D + E)**	25,007	16,864	67.44%	8,143	32.56%
WORKERS						
4	Permanent (F)	0	0	0%	0	0%
5	Other than Permanent (G)	0	0	0%	0	0%
6	**Total workers (F + G)**	0	0	0%	0	0%

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	0	0	0%	0	0%
2	Other than Permanent (E)	0	0	0%	0	0%
3	**Total differently abled employees (D + E)**	0	0	0%	0	0%
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	0	0	0%	0	0%
5	Other than Permanent (E)	0	0	0%	0	0%
6	**Total differently abled workers (F + G)**	0	0	0%	0	0%

21. Participation/Inclusion/Representation of women

Particular	Total (A)	No. and percentage of Females No. (B)	% (B / A)
Board of Directors	6	1	16.67%
Key Management Personnel	4	-	0%

Note : Total KMP includes the Managing Director and Whole-Time Directors.

22. Turnover rate for permanent employees and workers

Particular	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)z			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	40.56%	45.47%	42.09%	45.39%	45.98%	45.69%	43.60%	42.10%	43.21%
Permanent Workers	0	0	0%	0	0	0%	0	0	0%

Business Responsibility & Sustainability Report (Contd.)

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/ No)
1	Optival Health Solutions Private Limited (OHSPL)	Subsidiary Company	99.99%	Yes
2	Wynclark Pharmaceuticals Private Limited (WPPL)		100%	No
3	Nova Sud Pharmaceuticals Private Limited (NPPL)		100%	No
4	Sai Sridhar Pharma Private Limited (SSPPL)		100%	No
5	Venkata Krishna Enterprises Private Limited (VKEPL)		100%	No
6	Deccan Medisales Private Limited (DMPL)		100%	No
7	Shri Banashankari Pharma Private Limited (SBPPL)		100%	No
8	Sidson Pharma Distributors Private Limited (SPDPL)		100%	No
9	Kalyani Meditimes Private Limited (KMT)		88.04%	No
10	Clearancekart Private Limited		100%	No
11	MedPlus Insurance Brokers Private Limited (MIBPL)		100%	No
12	MHS Pharmaceuticals Private Limited *(MHS) [Merged with MHSL w.e.f. 14/08/2024]		100%	No

VI CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes

a. Turnover (in Million)	7,220.32
b. Net worth (in Million)	12,403.47

VI. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	-	-	0	0	-
Investors (other than shareholders)	Yes	0	-	-	0	0	-
Shareholders	Yes	0	-	-	7	0	-
Employees and workers	Yes	0	-	-	0	0	-
Customers	Yes	18,306	-	-	15,613	0	-
Value Chain Partners	Yes	0	-	-	0	0	-
Other (please specify)	Yes	0	-	-	0	0	-

***Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)**

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	MedPlus publishes its policies on the Company's website under the 'Investors' section, accessible through the Corporate Governance page: https://www.medplusindia.com/corporate.jsp. Additionally, several internal policies are available to employees through the Company's intranet.
Investors (other than shareholders)	
Shareholders	
Employees and workers	
Customers	
Value Chain Partners	
Other (please specify)	

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Data Protection & Privacy	Risk	Protecting personal and health information is crucial for an omnichannel healthcare pharmaceutical retailer. As a pharma retailer, companies collect personal data from various sources, making it essential to prioritize the privacy and security of patient and customer information.	The company safeguards its data from external threats by implementing strong firewalls and regularly inspecting its internal IT systems to prevent data loss or unexpected failures.	Negative
2.	Corporate Governance	Opportunity	Operating with transparency and integrity enables the company to achieve its long-term financial and strategic goals. Evaluation focuses on key governance areas, including ownership and control, board compensation, accounting practices, business ethics, and tax transparency.	The Company's Board is independent, diverse, and experienced across various industries, including retail. It follows robust governance protocols, such as risk management, related party transactions, a whistleblower policy, and a dividend distribution policy, all of which are accessible on the Company's website.	Positive

Business Responsibility & Sustainability Report (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Access to affordable and quality healthcare	Opportunity	Improving healthcare access is crucial to addressing public health challenges. With a focus on affordability and employee safety, MedPlus, as one of the nation's largest retail chains, is well-positioned to enhance healthcare access and affordability.	The Company constantly strives to provide quality medicines at affordable prices to its customers by expanding its network and building efficiencies in supply chain.	Positive
4.	Employee health, safety and wellbeing	Opportunity	MedPlus prioritizes the safety, health, and well-being of its employees. By focusing on workforce welfare, the company boosts morale and reduces onboarding costs.	The company is continuously striving to offer a safe workplace for all of its employees, and it has policies in place such as POSH, equal opportunity, disciplinary action, leave, whistleblower policy, etc.	Positive
5.	Product Safety & Quality	Risk	Maintaining rigorous safety in both our products and pharmacy dispensing is essential to uphold the quality and reputation of our pharmaceutical and healthcare offerings. But dealing in retail medicine chain, there is a potential risk of any of the sold products do not consistently meet the highest safety standards.	The Company primarily sources its products from pharmaceutical manufacturers or authorized wholesalers, ensuring customers receive authentic medicines. Additionally, products sold under the Company's label are manufactured by reputable companies with strong quality control systems.	Negative
6.	Responsible Marketing	Risk	Responsible marketing involves avoiding misleading claims and exaggerated promises, especially in an industry where many rely on over-the-counter medicines. There is a risk of damaging our reputation and losing customer trust if marketing practices are misleading or deceptive, especially with the company's widespread presence through multiple stores across the country.	The company maintain transparent communication with its consumers and adheres to all regulatory requirements. The company has a strong process in place to screen all marketing materials internally and, if necessary, with external expertise. The company operates a customer helpline and continuously monitors consumer feedback.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7.	Responsible and ethical supply chains	Risk	Retail pharmacies must ensure products are sourced through a licensed, lawful supply chain, with systems in place to secure uninterrupted medication dispensing. Sustainable supply chain practices help identify potential risks and sustainability concerns. Failing to do so could result in supply disruptions and regulatory non-compliance.	The Company sources drugs directly from manufacturers or wholesalers, minimizing the risk of pilferage or counterfeiting. Through its pharmacy shops, it ensures secure dispensing and availability of medicines, supported by a reliable IT system.	Negative
8.	Patient Health Outcomes	Opportunity	MedPlus, a leading pharmaceutical retailer, serves millions of customers across its nationwide locations. The Company promotes medication adherence, improving health outcomes and empowering patients to manage their well-being.	The Company ensures access to authentic medications through its extensive network and online presence, committed to making healthcare and products affordable.	Positive
9.	Human Rights	Risk	Human rights encompass essential rights and freedoms that are universal and should be granted to all individuals. It is imperative that all colleagues and suppliers recognize this commitment and regularly evaluate their policies accordingly. Risk of non-compliance with human rights can lead to consequences, including legal actions, reputational damage, and loss of consumer trust.	The Company believes in providing equal opportunities to everybody, regardless of gender, caste, or physical limitations. The company has standards in place to ensure adherence during recruiting. The company creates a safe workplace for all employees, particularly female employees, and has procedures in place, such as POSH, to protect their interests.	Negative
10.	Community engagement and partnerships	Opportunity	By engaging with stakeholders and addressing needs like affordable prescription drugs, businesses foster strong relationships that reduce operational disruptions, mitigate regulatory risks, and maintain a solid social license to operate.	The company is continually striving to improve its service to customers by giving numerous schemes that make medication more affordable without sacrificing quality.	Positive

Business Responsibility & Sustainability Report (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
11.	Waste management	Risk	MedPlus must manage hazardous waste, including expired medicines, and non-hazardous waste responsibly, following circular economy principles like reduction, reuse, and recycling. This helps minimize environmental impact and avoid fines for non-compliance with waste management regulations.	The Company ensures the safe disposal of hazardous materials through third-party specialists in waste disposal. It is also focused on reducing waste across the supply chain by encouraging employees to use reusable packaging, such as plastic crates, instead of cardboard boxes.	Negative
12.	Energy use and climate impacts in Retail	Risk	With numerous retail pharmacies, distribution centers, and offices nationwide, MedPlus consumes significant energy, primarily for lighting and refrigeration. Many of these locations operate continuously, increasing energy demand, much of which comes from non-renewable sources, contributing to emissions and climate change.	The company procures - energy-efficient electrical equipment and has begun to replace all lighting with energy-efficient LED lights. The Company is always monitoring and looking for ways to reduce energy use across its network.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Policy and management processes									
1. a	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b	Has the policy been approved by the Board? (Yes/ No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c	Web Link of the Policies, if available									
2.	Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	No	No	No	No	No	No	No	No	No
4.	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	NA	NA	NA	NA	NA	NA	NA	NA	NA
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any..	**P1:** We pledge to stand firm in our adherence to ethical practices, uphold transparency in all our dealings, and guarantee accountability for our actions, as delineated by our established policies. **P2:** We are undertaking numerous initiatives, and in the near future, we plan to conduct a comprehensive study to establish specific goals and targets. **P3:** We remain committed to ensuring that our employees and workers persistently receive benefits related to their health and safety. **P4:** We are currently implementing a variety of initiatives and planning to carry out a detailed study, which will assist us in setting clear and concrete goals. **P5:** We pledge to uphold our firm stand against discrimination, as directed by our existing policies. **P6:** We are currently engaged in numerous initiatives and plan to undertake a comprehensive study that will help us establish measurable goals and targets. **P7:** We pledge to ensure that our actions and engagements align responsibly with the guidelines set forth in our Code of Conduct. **P8:** We pledge to allocate our Corporate Social Responsibility (CSR) funds towards fostering societal development. **P9:** Our commitment to maintaining a customer-focused approach will persist.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met..	No	No	No	No	No	No	No	No	No

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

Dear Stakeholders,

At MedPlus, we believe our purpose goes beyond delivering medicines, we are committed to operating as a responsible, inclusive, and sustainable organization. Our Environmental, Social, and Governance (ESG) commitments guide us in creating long-term value for our stakeholders. We acknowledge the sustainability challenges in our sector, particularly around energy consumption, emissions, and waste generation. However, we view these as opportunities to innovate, lead, and create positive change, not just within our operations but across the entire ecosystem.

We have implemented several initiatives to reduce our environmental footprint. These include transitioning to LED lighting, exploring the installation of solar panels at warehouses, wherever possible and optimizing air conditioning usage resulting in energy savings. Our waste management practices have also evolved, we've introduced systems for proper waste segregation and recycling. Phasing out the use of plastic bags with reusable cloth bags in our retail stores and using recyclable plastic bags and biodegradable covers in our warehouse operations. Our supply chain has been restructured to be more localized and efficient, helping optimize transportation distances, fuel use, and emissions.

Beyond environmental efforts, we have strengthened our Environmental, Health, and Safety (EHS) protocols to ensure a safe and supportive workplace. We've also started calculating our emissions and identifying material ESG issues through stakeholder engagement. Our commitment to our people and communities remains strong, and we continue to prioritize health, safety, and ethical business practices across all operations.

Looking ahead, we aim to enhance our omnichannel presence, grow private-label offerings, and automate backend operations, all aligned with our sustainability goals. While we take pride in our progress, we recognize that sustainability is a continuous journey. We remain dedicated to setting higher benchmarks, embracing innovation, and driving responsible growth. Thank you for your trust and continued support as we build a healthier and more sustainable future together.

Best Regards,

Gangadi Madhukar Reddy

Managing Director and Chief Executive Officer

MedPlus Health Services Limited

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Cherukupalli Bhaskar Reddy

Whole-Time Director and Chief Operating Officer

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA).	YES

If Yes please provide details

Gangadi Madhukar Reddy

Managing Director and Chief Executive Officer

10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
a. Performance against above policies and follow up action	Committee of the Board								
b. Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of the Board.								

Subject for Review	Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
a. Performance against above policies and follow up action	Annually								
b. Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No).	No, However, our internal auditors regularly review procedures and compliance, and the Board receives timely updates on the status of compliance. Relevant departments or business heads routinely review and update policies, with necessary approvals from senior management, Board Committees, or the Board itself. We have conducted an internal assessment of the effectiveness of our Business Responsibility (BR) policies. However, we have not engaged any external agency to evaluate these policies.
If yes, provide name of the agency.	NA

12.

If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/ No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

Business Responsibility & Sustainability Report (Contd.)

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	3	SEBI, LODR, ESG, MCA Amendments	100%
Key Managerial Personnel	2	SEBI, LODR, ESG, MCA Amendments	100%
Employees other than BOD and KMPs	698	• Process Training and Content Updates • Box Mapping – Point of Sale • Hub - Web Order process - Store pickup • Hub process & web order dashboard • Hub Order Process • Mart Operation / Web Order • MedPlus Advantage - Pharma Plan • Offline Web Order / Web Order Dashboard • Home Delivery Shipment Update Process • Soft Skills and Internal Job Trainings • Trainer Certification Workshops • Train the Trainer and Training Conference	77.81%
Workers	0	0	0%

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format**

Monetary					
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In INR) (For Monetary Cases only)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil	Nil

Non-Monetary				
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	NA			
Punishment	NA			

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. **Does the entity have anti-corruption or anti-bribery policy? (Yes/ No)**

If Yes, provide details in brief

YES

If Yes, Provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place

The Board of Directors has approved the Company's Business Responsibility (BR) Policy, which includes the Anti-Corruption and Anti-Bribery Policy. This policy clearly prohibits all abusive, corrupt, and anti-competitive practices. You can access a copy of the BR Policy at https://www.medplusindia.com/uploads/content/Business_Responsibility_Policy.pdf

5. **Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particular	FY 2024-25	FY 2023-24
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. **Details of complaints with regard to conflict of interest:**

Case Details	FY 2024-25		FY 2023-24	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	-	NIL	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	-	NIL	-

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

NA

8. **Number of days of accounts payables in the following format:**

Particular	FY 2024-25	FY 2023-24
Number of days of accounts payables	34	29

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	22%	29%
	b. Sales (Sales to related parties / Total Sales)	0%	0%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0%	0%
	d. Investments	100%	100%

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimize the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicator

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Sr. No.	Particular	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
1	R&D	-	-	-
2	Capex	-	-	-

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) No

b. If yes, what percentage of inputs were sourced sustainably?

MedPlus procures and stores pharmaceutical and fast-moving consumer goods (FMCG) from vendors for distribution through both retail and online channels. We comply with all applicable laws to ensure the safety and sustainability of our products and consistently seek ways to improve their lifecycle. While we have not yet implemented formal sustainable sourcing methods, we actively work to minimize waste during the procurement of finished goods, based on the supply available from the pharmaceutical and FMCG industries. Our procurement process involves bulk purchasing in original vendor packaging, avoiding the need for additional materials. We also operate an optimized end-to-end supply chain that conserves fuel and other resources.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a)	**Plastics (including packaging)**	Not Material to MedPlus's operation. All the plastic waste is disposed through third parties.
(b)	**E-waste**	Not Material to MedPlus's operation. All the e-waste is disposed through third-party agencies as per e-waste management and handling requirements.
(c)	**Hazardous waste**	The Company takes necessary steps to collect, manage, and waste disposed through authorized companies. These authorized companies abide by applicable laws and regulations.
(d)	**other waste**	Other non-hazardous wastes are sent for recycling, disposal, through third parties.

4. a. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No) No

b. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

Not Applicable

c. If not, provide steps taken to address the same

Not Applicable

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasizes the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

Essential Indicators

1 a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance*		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	**16,864**	16,864	100%	16864	100%	NA	NA	0	0%	0	0%
Female	**8,143**	8,143	100%	8143	100%	8143	100%	NA	NA	0	0%
Total	**25,007**	**25,007**	**100%**	**25007**	**100%**	**8143**	**100%**	**0**	**0%**	**0**	**0%**
*Note: Coverage under health insurance includes employees covered under ESI.											
Other than permanent employees											
Male	NA										
Female											
Total											

Business Responsibility & Sustainability Report (Contd.)

b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	NA										
Female											
Total											
* All other employees are covered under ESI.											
Other thanPermanent workers											
Male	NA										
Female											
Total											

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the company.	0.06%	0.06%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	0%	Y	100%	0%	Y
Gratuity	100%	0%	Y	100%	0%	Y
ESI	89.72%*	0%	Y	91.03%**	0%	Y
Others – please specify	-	-	-	-	-	-

*22,436 employees are covered under ESI in a total of 25,007 employees.

**19,769 employees are covered under ESI in a total of 21,716 employees.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? Yes

If not, whether any steps are being taken by the entity in this regard.

We ensure that our office is accessible to individuals with disabilities, and we strive to enhance the infrastructure continuously to remove accessibility barriers.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?
Yes

If so, provide a web-link to the policy.

We outline our commitment to equal opportunity in our Employee Code of Conduct, which prohibits all forms of illegal discrimination and harassment. This includes, but is not limited to, derogatory comments based on racial or ethnic characteristics and unwanted sexual advances. Employees can access the Code of Conduct https://www.medplusindia.com/corporate.jsp

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	NA	NA	NA	NA
Female	55.74%	79.41%	NA	NA
Total	**55.74%**	**79.41%**	**NA**	**NA**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/ No	If Yes, then give details of the mechanism in brief
Permanent Workers	NA	
Other than Permanent Workers	NA	
Permanent Employees	Yes	MedPlus has established a Grievance Mechanism that is accessible to all internal stakeholders. The mechanism is detailed in the Code of Business Conduct, which is available on the Company's intranet and can also be accessed publicly via the corporate website: https://www.medplusindia.com/corporate.jsp. In the event of any unethical incident, employees are encouraged to report the matter to their immediate supervisor or reporting manager. For concerns related to organizational matters, performance, or appraisals, employees are directed to approach the Human Resource Department of the Company. If a complaint falls under the scope of the Whistle Blower Policy, employees are advised to escalate the matter directly to the Audit Committee. The Whistle Blower Policy is also accessible at: https://www.medplusindia.com/corporate.jsp.
Other than Permanent Employees	Yes	Same as above

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees						
Male	16,864	0	0%	15,340	0	0%
Female	8,143	0	0%	6376	0	0%
Total Permanent Workers						
Male	0	0	0%	0	0	0%
Female	0	0	0%	0	0	0%

Business Responsibility & Sustainability Report (Contd.)

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (C / D)
Employees										
Male	16,864	6,927	41.08%	9,669	57.34%	15,340	6,933	45.20%	8,923	58.17%
Female	8,143	3,572	43.87%	4,665	57.29%	6,376	2,874	45.08%	2,460	38.58%
Total	**25,007**	**10,499**	**41.98%**	**14,334**	**57.32%**	**21,716**	**9,807**	**45.16%**	**11,383**	**52.42%**
Workers										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**

Note - The data provided pertains to permanent employees only.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees						
Male	**16864**	16864	100%	15,340	15,340	100%
Female	**8143**	8143	100%	6,376	6,376	100%
Total	**25007**	**25007**	**100%**	**21,716**	**21,716**	**100%**
Workers						
Male	**0**	0	0%	0	0	0%
Female	**0**	0	0%	0	0	0%
Total	**0**	**0**	**0%**	**0**	**0**	**0%**

Note – Data is provided for permanent employees.

"The employees who have completed at least six months on rolls as on 31 March are eligible for the performance review, the objective being to assess the overall performance/KRA achievements, provide feedback and identify training needs.

10. Health and safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No) No

If Yes, the Coverage such systems? NA

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

MedPlus is committed to upholding robust Environmental, Health, and Safety (EHS) standards across our operations and value chain. Our EHS practices are fully aligned with applicable local regulations and guided by strong ethical corporate principles. We have made substantial investments to protect the health, safety, and well-being of our employees and all associated personnel. As we move forward, we remain dedicated to continuously enhancing our EHS frameworks to foster a safe and sustainable working environment.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/ No) NA

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No) Yes we have Mediclaim in place for our employeess

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	NA	NA
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	NA	NA
No. of fatalities	Employees	Nil	Nil
	Workers	NA	NA
High-consequence work-related injury or ill health (excluding fatalities)	Employees	Nil	Nil
	Workers	NA	NA

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

MedPlus places a strong emphasis on the health, safety, and well-being of its employees. We are dedicated to maintaining a safe working environment for all team members, regardless of their job role or location. Robust health and safety protocols are in place across our stores, warehouses, diagnostic centers, collection centers, and other business units, all of which are guided by our established policies and procedures.

If an employee does not receive complete information on these standards during their induction, their direct manager ensures they are briefed appropriately. We remain committed to continuously improving our health and safety performance by adopting effective and proactive measures.

13. Number of Complaints on the following made by employees and workers:

Particulars	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessment for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

Not Applicable

Business Responsibility & Sustainability Report (Contd.)

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholders include individuals, groups, or institutions that either influence or are impacted by our business activities. At MedPlus, we identify and prioritize stakeholders based on their level of interest, impact, and influence on our operations. Addressing the needs, expectations, and aspirations of these stakeholders is essential to our long-term success.

To support this, we have established a structured stakeholder engagement strategy that ensures open, consistent, and meaningful communication with our key stakeholder groups.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Patients and Customers	No	Retail Pharmacy interactions Social Media Print and Electronic Media	Regular	- Valuable insight to foster trust. - Focus on healthcare and service needs. - Front of-store products. - Payment options input on partnerships to healthcare accessibility and product transparency
Employees	No	Full range of communications channels, both digital and in-person - Human Resources Management System - Performance Reviews and Development Programs - WhatsApp Groups - Website and Public reports POS pop-up - Regular emails - Workplace surveys - Corporate communications - Meetings - Bulletin Board / Notice Board Communication	Regular	- Improving health and well-being of employees - Training and upskilling - Modification of benefit offerings - Financial and mental health support - Express insights to management - Compensation practices

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	No	- Training/events - Business Review and communication materials	Regular Assessment, policies and communication	Responsible sourcing - Plastics and waste management - Operating as a responsible consumer - Respect and maintain human rights - Prioritize operational sustainability - Ensure Product safety
Channel Partners	No	Site/ Market Visits Meetings	Periodic	- To improve availability of medications across regions - To establish robust collaboration to ensure continuous provision of essential medication - To raise awareness of initiatives - To collaborate with creditworthy partners- -To respond to inquiries or feedback from channel partner
Government and Associations / Regulators	No	Engagement with Industry Associations / subcommittees Meetings	Need based	To actively participate and advocate on diverse regulatory and policy matters - To enhance the healthcare ecosystem through policy interventions - Access to affordable and quality healthcare
Shareholder & Investors	No	- Frequent dialogue - Shareholders Meeting - Quarterly Earnings Calls - Websites - Email - Stock Exchange and other communication - Annual Report	Annual /Event based and quarterly	- Understanding shareholder's expectations, soliciting inputs and communicating their perspective to the management - Conveying the Company's financial results, and comprehensive strategic direction.
Communities	No	- Website - CSR Initiative	Periodic	- Evaluating social issues developmental needs faced by the local communities. - Community welfare

PRINCIPLE 5 Businesses should respect and promote human rights.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format**

Benefits	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	25,007	25,007	100%	21,716	21,716	100%
Other than permanent	0	0	0%	0	0	0%
Total Employees	**25,007**	**25,007**	**100%**	**21,716**	**21,716**	**100%**
Workers						
Permanent	0	0	0%	0	0	0%
Other than permanent	0	0	0%	0	0	0%
Total Workers	**0**	**0**	**0%**	**0**	**0**	**0%**

2. **Details of minimum wages paid to employees and workers**

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	% (F /D)
Employees										
Permanent										
Male	**16,864**	0	0%	16,864	100%	**15,340**	0	0%	15,340	100%
Female	**8,143**	0	0%	8,143	100%	**6,376**	0	0%	6,376	100%
Total	**25,007**	**0**	**0%**	**25,007**	**100%**	**21,716**	**0**	**0%**	**21,716**	**100%**
Other than Permanent										
Male	**0**	0	0%	0	0%	**0**	0	0%	0	0%
Female	**0**	0	0%	0	0%	**0**	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**
Workers										
Permanent										
Male	**0**	0	0%	0	0%	**0**	0	0%	0	0%
Female	**0**	0	0%	0	0%	**0**	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**
Other than Permanent										
Male	**0**	0	0%	0	0%	**0**	0	0%	0	0%
Female	**0**	0	0%	0	0%	**0**	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**

3. **Details of remuneration/salary/wages**

a. Median remuneration / wages:

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BOD)*	5	14,00,000	1	9,50,000
Key Managerial Personnel*#	4	48,44,180	0	-
Employees other than BOD and KMP**	16,864	1,81,524	8,143	1,81,284
Workers	-	-	-	-

**Board of Directors (BoD) and KMP includes Directors and KMP of MedPlus only.*

**Includes 1 Executive Director (ED) and 5 Non-Executive Director (NED)/Sitting fees paid to NED has been annualized for the purpose of median remuneration #KMP includes 1 ED included in BOD*

*** Employees other than BoD and KMP includes MedPlus and Optival Note: All Median salaries mentioned above are on annual basis*

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	29.50%	26%

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?** Yes

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

MedPlus's Code of Conduct explicitly addresses human rights and is rooted in the commitment to fostering a workplace that prioritizes health, well-being, and inclusivity. We are dedicated to maintaining an environment free from discrimination, gender bias, and sexual harassment. Our goal is to create and uphold a safe and respectful workplace where civility, dignity, and equal treatment are extended to all—irrespective of gender, race, caste, creed, religion, origin, sexual orientation, disability, economic status, or position in the organizational hierarchy.

To support this commitment, we have implemented a Whistleblower Policy and a Prevention and Resolution of Sexual Harassment at the Workplace Policy, which empower stakeholders to report any misconduct or violations, including those involving either the complainant or the alleged harasser. An Internal Complaints Committee (ICC) has been constituted to ensure all harassment-related grievances are addressed fairly and promptly. Appropriate corrective actions are taken based on the findings of each case.

6. **Number of Complaints on the following made by employees and workers:**

Particulars	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at theend of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	0
Discrimination at workplace	0	0	-	0	0	0
Child Labour	0	0	-	0	0	0
Forced Labour / Involuntary Labour	0	0	-	0	0	0
Wages	0	0	-	0	0	0
Other human rights related issues	0	0	-	0	0	0

Business Responsibility & Sustainability Report (Contd.)

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

MedPlus has constituted an Internal Complaints Committee (ICC) to address and resolve concerns related to sexual harassment in the workplace. The committee comprises a diverse group of internal and external members with relevant expertise and experience. Clear procedures are in place for handling such cases in accordance with legal requirements and internal policies.

Our Code of Conduct forms the foundation for fostering a workplace culture that is productive, positive, inclusive, and free from harassment or discrimination. MedPlus has zero tolerance for any form of bias or prejudice, and all reported incidents are investigated thoroughly and impartially to ensure appropriate resolution and accountability

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA) No

10. Assessments for the year:

Name of the Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-
The Company is conducting assessment at regular intervals of all its places of Business.	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

There were no cases where correction action was required.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasizes the importance of environmental stewardship. Companies should minimize their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2024-25 (in Giga Joules)	FY 2023-24 (in Giga Joules)
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C.)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	1,83,889.56	1,63,116.32
Total fuel consumption (E)	5042.72	4,480.92
Energy consumption through other sources (F)		-
Total energy consumed from non-renewable sources (D+E+F)	**1,88,932.28**	**1,67,597.24**
Total energy consumed (A+B+C+D+E+F)	**1,88,932.28**	**1,67,597.24**
Energy intensity per rupee of turnover [Total energy consumed (in GJ) / Revenue from operations (in rupees)]	2.80	2.97
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total energy consumed (in GJ)/ Revenue from operations in rupees adjusted for PPP]	57.99	60.24
Energy intensity in terms of physical output [Total energy consumed (in GJ) / <mention the physical output details>]	NA	NA
Energy intensity (optional) – the relevant metric may be selected by the entity	1.55	2.01
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		
If yes, name of the external agency.	NA	

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)** Not Applicable

   If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   Not Applicable

Business Responsibility & Sustainability Report (Contd.)

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water		
(ii) Groundwater		
(iii) Third party water	**5710.16**	**5244.31**
(iv) Seawater / desalinated water		
(v) Others – <Rainwater>		
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**5710.16**	**5244.31**
Total volume of water consumption (in kilolitres)	**5710.16**	**5,244.31**
Water intensity per rupee of turnover [Total water consumption (in KL) / Revenue from operations (in rupees)]	0.085	0.093
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total water consumption (in KL) / Revenue from operations in rupees adjusted for PPP]	1.75	1.88
Water intensity in terms of physical output [Total water consumption (in KL) / <mention the physical output details>]	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	0.047	0.063
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)		No
If yes, name of the external agency.	NA	

4. **Provide the following details related to water discharged:**

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
(ii) To Groundwater	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
(iii) To Seawater	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
(iv) Sent to third-parties	5710.16	5,244.31
No treatment	5710.16	5,244.31
With treatment – please specify level of treatment		

Parameter	FY 2024-25	FY 2023-24
(v) Others	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	5710.16	5,244.31
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		
If yes, name of the external agency.	NA	

Note:

Note: All water consumed at office and store locations is discharged into community sewages.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge?** NA

   If yes, provide details of its coverage and implementation. Not Applicable

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx		-	-
SOx		-	-
Particulate matter (PM)		-	-
Persistent organic pollutants (POP)		-	-
Volatile organic compounds (VOC)		-	-
Hazardous air pollutants (HAP)		-	-
Others – please specify		-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No	
If yes, name of the external agency.			

Note: Air emissions are not material for the Medplus.

Business Responsibility & Sustainability Report (Contd.)

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	1,531.67	845.67
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	37,135.47	32,442.02
Total Scope 1 and Scope 2 emissions per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations (in rupees)]	(Total Scope 1and Scope 2 GHG emissions (MT CO2e) / Revenue from operations)	0.57	0.59
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations in rupees adjusted for PPP]	(Total Scope 1and Scope 2 GHG emissions (MT CO2e) / Revenue from operations) ((MT CO2e/% in Mn.)x PPP Factor)	11.87	11.97
Total Scope 1 and Scope 2 emission intensity in terms of physical output [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) /<mention the physical output details>	-	NA	NA
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	(Total Scope 1and Scope 2 GHG emissions ((MT CO2e)/. /Total area in sq. ft)	0.31	0.40
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.	NA		

8. Does the entity have any project related to reducing Green House Gas emission? (Yes/ No) Yes

If Yes, then provide details.

MedPlus is committed to improving energy efficiency, reducing waste, and minimizing fuel consumption across our extensive network of retail locations. Our efforts to reduce our carbon footprint include:

Replacing traditional lighting with energy-efficient LED alternatives.

Manage air conditioning systems, ensuring they are turned off in unused areas.

Phasing out the use of plastic bags with reusable cloth bags in our retail stores and using recyclable plastic bags and biodegradable covers in our warehouse operations.

Products are sourced from authorized local FMCG and pharmaceutical producers.

Streamlined supply chain, from central warehouse to retail shops, reduces fuel usage and resource waste.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	60.81	26.25
E-waste (B)	48.60	61.85
Bio-medical waste (C)	496.48	356.905
Construction and demolition waste (D)		-
Battery waste (E)	8.73	13.95
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). **Please specify, if any.** (Break-up by composition i.e. by materials relevant to the sector)	265.27	352.08
Paper other waste scrap	562.58	433.33
Total (A+B + C + D + E + F + G + H)	1442.47	1244.36
Waste intensity per rupee of turnover [Total waste generated (in MT) / Revenue from operations (in rupees)]	0.021	0.022
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) Total waste generated (in MT) / Revenue from operations in rupees adjusted for PPP	0.44	0.45
Waste intensity in terms of physical output Total waste generated (in MT) / <mention the physical output details>	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	0.012	0.015
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste	**FY 2024-25**	**FY 2023-24**
(i) Recycled	945.99	887.5
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	945.99	887.5
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste	**FY 2024-25**	**FY 2023-24**
(i) Incineration	496.48	356.905
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	496.48	356.905
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No
If yes, name of the external agency.	**NA**	

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

MedPlus follows defined procedures to collect, manage, and recycle waste, partnering with authorized agencies that regularly collect and dispose of it in accordance with regulatory requirements.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
		Not Applicable		

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
		Not Applicable			

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA). Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	Not Applicable		

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

1. **a. Number of affiliations with trade and industry chambers/ associations.** No

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/ International)
	Not Applicable	

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
	Not Applicable	

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

(This principle emphasizes the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalized groups. They should also contribute to the development of local communities and support social and economic empowerment.)

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
		Not Applicable			

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
			Not Applicable			

3. **Describe the mechanisms to receive and redress grievances of the community.**

   We are committed to maintaining a strong and positive relationship with our community by addressing all concerns swiftly and effectively. An open and responsive grievance redressal system is central to our operations, ensuring that community issues are heard, understood, and resolved in a timely manner.

We offer multiple accessible channels through which stakeholders can reach us:

1. Toll-Free Number: Clearly displayed on our website and all promotional materials, this number is managed by a trained customer care team that handles inquiries, complaints, and concerns. They ensure timely responses and take appropriate action to resolve issues.

2. Call Centre/Customer Care: Our 24/7 call centre provides immediate assistance and support to all callers.

3. Common Email ID: Community members can submit grievances via a dedicated email ID, which is monitored regularly. We acknowledge all emails within a defined timeframe, categorize them based on the nature of the concern, and route them to the relevant department for resolution.

4. Website Feedback Form: Our website features a user-friendly feedback form where individuals can submit suggestions, concerns, or complaints. Submissions are reviewed and addressed appropriately.

5. Social Media Channels: We actively monitor our social media platforms for any messages or comments related to grievances. Our team responds promptly and forwards the concerns to the respective departments for redressal.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particular	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	3.17%	5.40%
Directly from within India	96.83%	94.60%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Particular	FY 2024-25	FY 2023-24
Rural	0.17%	0.04%
Semi-urban	6.40%	4.86%
Urban	20.52%	16.35%
Metropolitan	72.92%	78.75%
(Place to be categorized as per RBI Classification System - rural / semi-urban / urban/metropolitan)		

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

MedPlus has implemented an efficient system to capture and resolve all consumer complaints in a timely manner. Our Complaint Management System (CMS) serves as a dedicated dashboard that routes complaints directly to our Customer Service Department (CSD). Based on the nature of each issue, the CSD forwards complaints to the relevant departments for resolution.

We follow defined turnaround timelines (TATs) for various types of complaints, ensuring consistency and accountability across departments. For instance, our Mart Operations Team handles issues related to online exchanges and delivery concerns. Customers can raise grievances through phone calls or emails.

Once our system generates a complaint ticket in the Customer Relationship Management (CRM) platform, it becomes visible to both the customer and the assigned internal teams. Our customer care team also actively collects feedback, which supports continuous improvement and reinforces our commitment to delivering high-quality customer service.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

3. Number of consumer complaints in respect of the following:

Particular	FY 2024-25		Remark	FY 2023-24		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0		0	0	
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Other	18,306	0		15613	0	

4. Details of instances of product recalls on account of safety issues:

Particular	Number	Reason for recall
Voluntary recalls	NA	
Forced recalls	NA	

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

Yes

If available, provide a web link of the policy

MedPlus recognizes the risk of potential information loss and IT system failures, particularly from cyber-attacks, which could impact the functioning of its stores, centers, warehouses, and distribution networks. To mitigate these risks, we regularly inspect and strengthen our internal IT security systems to prevent unexpected system disruptions. Additionally, we safeguard our infrastructure through comprehensive backup strategies and robust firewall protections.

You can access our Data Privacy Policy at:

https://www.medplusindia.com/privacy-policy.jsp

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Nil

7. **Provide the following information relating to data breaches**

   a. Number of instances of data breaches along-with impact Nil

   b. Percentage of data breaches involving personally identifiable information of customers Nil

   c. Impact, if any, of the data breaches Nil

Financial Statements

Independent Auditor's Report

To the Members of MedPlus Health Services Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of MedPlus Health Services Limited (the "Company"), its Medplus Employees Benefit Trust ("Trust") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors'/Trustee's Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company/ Trustee of the Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company/Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the respective Management and Board of Directors/ Trustee are responsible for assessing the ability of the Company/Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/ Trustee either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/Trustee are responsible for overseeing the financial reporting process of each Company/Trust.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

a. The merger of MHS Pharmaceuticals Private Limited ("transferor company") with the Company has been accounted for during the year ended 31 March 2025 in accordance with the Scheme of Amalgamation approved by the National Company Law Tribunal (NCLT) vide order dated 14 August 2024. Amalgamation has been accounted by the Company by restating the financial information in the financial statements in respect of prior periods as if it had occurred from the beginning of the preceding year in the financial statements as per the requirement of Indian Accounting Standards.

The corresponding figures for the year ended 31 March 2024, in so far it pertains to the transferor company and considered for restatement as mentioned above, have been audited by another auditor who had expressed an unmodified opinion on 26 May 2024.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for:

- the back-up of key Microsoft Excel Spreadsheets related to financial reporting process which form part of the 'books of account and other relevant books and papers in electronic mode' have not been maintained on the servers physically located in India on a daily basis; and

- the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 1 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 32 and 50 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company incorporated in India.

d (i) The management of the Company represented to us that, to the best of its knowledge and belief, as disclosed in the Note 46(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Company represented to us that, to the best of its knowledge and belief, as disclosed in the Note 46(vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

The feature of recording audit trail (edit log) facility was not enabled for one root user at the database level to log any direct data changes in the Finance module of the accounting software used for maintaining the books of account relating to all general ledgers.

The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of accounts relating to payroll for the period 1 April 2024 to 2 May 2024.

Further, for the periods where audit

trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with. Additionally, except where audit trail (edit log) facility was not enabled in the previous year and payroll software referred in (b) above which was implemented in the current year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:25125710BMOXXF9259

Date: 27 May 2025
Place: Hyderabad

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of MedPlus Health Services Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment and Right-of-use assets by which all property, plant and equipment and Right-of-use assets are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment and Right-of-use assets were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description ofproperty	Gross carrying value (₹ in millions)	Held in the name of	Whether promoter, directoror their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Land	5.51	NATCO Pharma Limited	No	21 December 2020	Note3(a)to standalone financial statements

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

Standalone Financial Statements (Contd.)

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable to the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated except for the loan of ₹4.50 million given to its subsidiary, Kalyani Meditimes Private Limited which is repayable on demand. As informed to us, the Company has not demanded repayment of loan during the year. Further, in respect of other loans, repayment of principal and payment of interest have been irregular and the details are the following:

Name of the entity	Amount (in millions)	Due Date	Extent of delay	Remarks, if any
Kalyani Meditimes Private Limited	13.32	1 October 2022 to11 April 2023	Not repaid	Overdue principal amount. Refer Note1
Kalyani Meditimes Private Limited	0.56	April 2023- May 2023	Not repaid	Overdue interest amount. Refer Notes1 and 2

Note 1: These overdues have been fully provided for.

Note 2: In the absence of certainity over realisibility of the principal amount of the loan, the Company has not recognized interest income from 1 April 2023. Our reporting of overdue interest in the above clause has been restricted to interest receivables as at 31 March 2023.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans (and advance in the nature of loan) given except for ₹13.32 million (principal amount) and ₹0.56 million (interest) overdue for more than ninety days as at 31 March 2025. In our opinion, reasonable steps have been taken by the Company for recovery of the principal and interest. Further, the Company has not given any advance in the nature of loan to any party during the year

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to its subsidiary, being a related party as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):.

Particulars	Related Parties (Amount in millions)
Aggregate of loans repayable on demand	4.50
Percentage of loans to the total loans	25.25%

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided guarantee or security as specified under Sections 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made and loans given by the Company, in our opinion the provisions of Section 185 and 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹ in millions)	Period to which the amount relates	Forum where disputeis pending
Income Tax Act, 1961	Income-Tax	34.86	FY2020-21	Commissioner of Income Tax (Appeals)

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

Standalone Financial Statements (Contd.)

(x) (a) In our opinion and according to the information and explanations given to us, the Company has not utilised money during the year raised by way of initial public offer in the earlier years.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) Based on the information and explanations provided by the management of the Company, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company as detailed in Note 46(x) to the standalone financial statements. For reporting on this clause / sub clause, while we have performed audit procedures set out in the Guidance Note on CARO 2020, we have relied on and not been able to independently validate the information provided to us by the management of the Company with respect to entities outside the consolidated group but covered in the Core Investment Companies (Reserve Bank) Directions, 2016.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other information paragraph of our main audit report which explains that the other information comprising the information included in Company's annual report is expected to be made available to us after the date of this auditor's report.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:25125710BMOXXF9259

Date: 27 May 2025
Place: Hyderabad

Annexure B to the Independent Auditor's Report on the standalone financial statements of MedPlus Health Services Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of MedPlus Health Services Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:25125710BMOXXF9259

Date: 27 May 2025
Place: Hyderabad

Standalone Financial Statements (Contd.)

Standalone Balance Sheet as at March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024 (Restated)(Refer note 48)
ASSETS			
Non-current assets			
Property, plant and equipment	3a	1,007.21	1,090.76
Capital work-in-progress	3b	12.29	3.52
Other Intangible assets	3c	17.57	25.77
Right-of-use assets	4	814.80	798.63
Financial assets			
Investments	5	9,282.31	9,225.15
Other financial assets	7a	53.75	74.45
Deferred tax assets (net)	32	35.97	35.79
Other tax assets (net)	8	17.03	38.94
Other non-current assets	9a	0.85	1.83
		11,241.78	**11,294.84**
Current assets			
Inventories	10	183.23	139.61
Financial assets			
Trade receivables	13	1,216.21	696.16
Cash and cash equivalents	11	113.00	137.20
Bank balances other than cash and cash equivalents	12	457.22	494.25
Loans	6	-	-
Other financial assets	7b	688.77	247.55
Other current assets	9b	94.29	90.26
		2,752.72	**1,805.03**
Total Assets		**13,994.50**	**13,099.87**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	239.39	239.07
Other equity	15	12,164.08	11,637.44
Total Equity		**12,403.47**	**11,876.51**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	17a	886.41	833.23
Provisions	19a	16.66	15.84
		903.07	**849.07**
Current liabilities			
Financial liabilities			
Lease liabilities	17b	58.69	55.15
Trade payables	16		
- Total outstanding dues of micro enterprises and small enterprises		28.91	0.17
- Total outstanding dues of creditors other than micro enterprises and small enterprises		422.74	179.52
Other financial liabilities	18	37.89	33.79
Other current liabilities	20	33.89	27.35
Contract liabilities	21	82.74	59.02
Provisions	19b	23.10	19.29
		687.96	**374.29**
Total Liabilities		**1,591.03**	**1,223.36**
Total Equity and Liabilities		**13,994.50**	**13,099.87**
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer

Manoj Kumar Srivastava
Company Secretary

Date: May 27, 2025
Place: Hyderabad

Date: May 27, 2025
Place: Hyderabad

Standalone **Statement of Profit and Loss** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)(Refer note 48)
Income			
Revenue from operations	22	7,130.97	4,670.30
Other income	23	89.35	73.12
Total income (I)		**7,220.32**	**4,743.42**
Expenses			
Purchases of stock-in-trade	24	4,860.25	3,073.95
Cost of materials consumed	25	616.18	445.23
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(10.90)	(8.83)
Employee benefits expense	27	472.20	436.86
Finance costs	29	86.25	84.43
Depreciation and amortisation expense	28	269.37	241.11
Other expenses	30	415.25	401.27
Total expenses (II)		**6,708.60**	**4,674.02**
Profit before tax (III) = (I)-(II)		**511.72**	**69.40**
Tax expense	32		
- Current tax expense		109.22	9.65
- Deferred tax benefit		(0.85)	(34.65)
Total tax expense/(benefit) (IV)		**108.37**	**(25.00)**
Profit for the year (V) = (III)-(IV)		**403.35**	**94.40**
Other comprehensive income (OCI)			
Items that will not to be reclassified subsequently to statement of profit or loss:			
Remeasurement gain/(loss) on net defined benefit plans (VI)	33	2.67	5.81
Income tax effect on the above (VII)		(0.67)	(1.46)
Total comprehensive income / (loss) for the year (VIII) = (VI)+(VII)		**2.00**	**4.35**
Total comprehensive income for the year (IX) = (V)+(VIII)		**405.35**	**98.75**
Earnings per equity share (EPES) (In absolute ₹ terms)	31		
Basic		3.37	0.79
Diluted		3.36	0.79
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer
Date: May 27, 2025
Place: Hyderabad

Manoj Kumar Srivastava
Company Secretary
Date: May 27, 2025
Place: Hyderabad

Standalone Financial Statements (Contd.)

Standalone **statement of cash flows** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)(Refer note 48)
Cash flow from operating activities		
Profit before tax	511.72	69.40
Adjustments for:		
Depreciation of property, plant and equipment and Amortisation of Intangible assets	164.31	142.52
Depreciation of right-of-use assets	105.06	98.59
Provision for employee benefits	17.14	19.84
Allowance on doubtful debts	0.07	0.09
Allowance on doubtful deposits	-	10.68
Advances/debts written off	0.22	0.32
Interest on lease liabilities	86.25	84.43
Interest income	(67.44)	(58.21)
Liabilities no longer required written back	(2.56)	(1.49)
Loss on sale of property, plant and equipment	2.44	-
Gain on de-recognition of right-of-use assets	(2.72)	(1.37)
Employees stock option compensation expenses	11.51	15.45
Operating profit before working capital changes	**826.00**	**380.25**
Change in assets and liabilities		
Increase in inventories	(43.62)	(72.73)
Increase in non-current financial assets	(6.34)	(2.91)
Increase in current financial assets	(520.33)	(279.14)
(Increase) / Decrease in other assets	(3.92)	16.02
Increase in current financial liabilities	305.64	67.00
Increase in other current liabilities	6.54	6.26
Decrease in provisions	(9.84)	(7.90)
Cash generated from operations	**554.13**	**106.85**
Taxes paid (net of refund)	(87.31)	(23.19)
Net cash generated from operating activities (A)	**466.82**	**83.66**
Cash flow from investing activities		
Purchase of property, plant and equipment and intangibles including capital work-in-progress and capital advances	(92.37)	(123.90)
Proceeds from sale of property, plant and equipment	6.18	10.64
Investment in bank deposits	(1,629.70)	(486.43)
Proceeds from maturity of bank deposits	1,272.42	312.95
Interest received	51.58	42.50
Net cash generated used in investing activities (B)	**(391.89)**	**(244.24)**

Standalone statement of cash flows (Contd.) for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)(Refer note 48)
Cash flows from financing activities		
Proceeds from issue of equity shares under ESOP's (refer to note 34)	46.32	72.30
Interest Payment on Lease liabilities (refer note b)	(86.25)	(84.43)
Principal Repayment of lease liabilities	(59.20)	(47.59)
Net cash used in financing activities (C)	**(99.13)**	**(59.72)**
Net decrease in cash and cash equivalents (A+B+C)	(24.20)	(220.30)
Add: Cash and cash equivalents acquired on amalgamation (Refer note No.48)	-	0.46
Cash and cash equivalents at the beginning of the year	137.20	357.04
Cash and cash equivalents at the end of the year	**113.00**	**137.20**
Components of cash and cash equivalents		
Cash on hand	0.68	1.01
Deposits with original maturity of less than three months	91.50	73.11
Balance in wallets	3.28	1.43
Balance with banks in current accounts	17.54	61.65
Total cash and cash equivalents (refer note no.11)	**113.00**	**137.20**
Summary of material accounting policies 2.2		

Notes:

a. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of cash flows.

b. Refer note 35 for change in lease liabilities raising from financing activities

c. Movement disclosure under Ind AS 7 with respect to borrowings are not applicable as the Company does not have any long term borrowings

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer
Date: May 27, 2025
Place: Hyderabad

Manoj Kumar Srivastava
Company Secretary
Date: May 27, 2025
Place: Hyderabad

Standalone Statement of Changes in equity for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

A. Equity Share Capital:

Balance as at April 1, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2024	Changes in equity share capital during the year*	Balance as at March 31, 2025
239.07	-	239.07	0.32	239.39

Balance as at April 1, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year*	Balance as at March 31, 2024 (Restated)
238.61	-	238.61	0.46	239.07

* Refer note 14(a).

Equity Share Capital:

Particulars	As at March 31, 2025		As at March 31, 2024 (Restated) (Refer note 48)	
	Number of shares	Amount	Number of shares	Amount
Balance at beginning of the year	12,11,39,312	239.07	12,11,39,312	238.61
Increased on account of shares issued on esop		0.32		0.46
Balance at the end of the year	**12,11,39,312**	**239.39**	**12,11,39,312**	**239.07**
Amount recoverable from (ESOP Trust)	(55,811)	(0.00)	(1,19,464)	-
Net balance at the end of the year	**12,10,83,501**	**239.39**	**12,10,19,848**	**239.07**

Standalone Statement of Changes in equity (Contd.) for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

B. Other equity

Particulars	Reserves and surplus						Total other equity
	Securities premium	Share based payment reserve	General reserve	Amalgamation adjustment account	Capital reserve	Retained earnings	
As at April 1, 2024	**12,086.51**	**303.62**	**356.28**	**(98.39)**	**7.62**	**(1,018.20)**	**11,637.44**
Employee stock compensation expenses for the year(refer note- 34)	-	68.69	-	-	-		68.69
Stock options lapsed	-	(2.09)	2.09	-	-	-	-
Offer Expense on actual basis	6.60	-					6.60
Transfer on account of exercise of share options	107.20	(107.20)	-	-	-	-	-
Share based payment reserve adjusted against securities premium		-	-	-	-	-	-
Proceeds from issue of equity shares under ESOP	46.00	-	-	-	-	-	46.00
Profit for the year	-	-	-	-	-	403.35	403.35
Actuarial gain on post-employment benefit obligations, net of tax	-	-	-	-	-	2.00	2.00
As at March 31, 2025	**12,246.31**	**263.02**	**358.37**	**(98.39)**	**7.62**	**(612.85)**	**12,164.08**
As at April 1, 2023	**11,941.64**	**304.35**	**355.03**	**(98.39)**	**7.62**	**(1,268.47)**	**11,241.78**
Opening reserve adjustment on account of Merger	-	-	-	-	-	151.52	151.52
Employee stock compensation expenses for the year(refer note- 34)	-	141.05	-	-	-	-	141.05
Stock options lapsed	-	(1.25)	1.25	-	-	-	-
Transfer on account of exercise of share options	140.53	(140.53)	-	-	-	-	-
Share based payment reserve adjusted against securities premium	(67.51)						(67.51)
Proceeds from issue of equity shares under ESOP	71.85	-	-	-	-	-	71.85
Profit for the year	-	-	-	-	-	94.40	94.40
Actuarial loss on post-employment benefit obligations, net of tax benefit	-	-	-	-	-	4.35	4.35
As at March 31, 2024	**12,086.51**	**303.62**	**356.28**	**(98.39)**	**7.62**	**(1,018.20)**	**11,637.44**

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer
Date: May 27, 2025
Place: Hyderabad

Manoj Kumar Srivastava
Company Secretary
Date: May 27, 2025
Place: Hyderabad

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

1. Corporate information

MedPlus Health Services Limited (the 'Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at H.No:11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, (Moosapet), Kukatpally, Hyderabad. The Company is primarily engaged in the business of provision of diagnostic services, pathological services and laboratory testing services. Further, the Company is also engaged in the manufacturing, purchase and sale of pharmaceuticals and other general items and rendering of management services to group companies. The Board of Directors approved the standalone financial statements for the year ended March 31, 2025 and authorised for issue on May 27, 2025.

The corresponding amount has been restated to give effect of merger with MHS Pharmaceuticals Private Limited (Wholly Owned Subsidiary). For further information, refer note no. 48.

2. Material accounting policies

2.1 a. Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

b. Basis of preparation

The standalone financial statements of a Company have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

These financial statements have been prepared on a historical cost basis, except for the following:

(i) Financial assets and financial liabilities that are measured at amortised cost depending on the classification at the end of each reporting period,

(ii) employee defined benefit assets/(liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation as stated in the accounting policies set out below.

(iii) Share-Based payments are measured at fair value.

(iv) The comparitive amount has been restated to give effect of merger its wholly owned subsidiary refer note 48.

c. Functional and presentation currency

These standalone financial statements are presented in Indian rupees (₹), which is also the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest millions (₹000,000), unless otherwise indicated. The amount reflected as "0.00" in financials are value with less than ten thousand.

2.2. Summary of material accounting policies

a. Material accounting, estimates and assumptions

The preparation of these standalone financial statements is in conformity with the recognition and measurement principles of Ind AS which requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the standalone financial statements.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of those estimates. Changes in estimates are reflected in the standalone financial statements in the year in which changes are made, if material, their effects are disclosed in the notes to the standalone financial statements.

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements are:

Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease of the Company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate the lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Assumptions and estimation uncertainties

Information about significant areas of assumptions, estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements are:

Impairment of trade receivables

The Company has measured the lifetime expected credit loss by using practical expedients. It has accordingly used a provision matrix derived by using a flow rate model to measure the expected credit losses for trade receivables. Further, need for incremental provisions have been evaluated on a case to case basis where forward looking information on the financial health of a customer is available and in cases where there is an ongoing litigation/dispute.

Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful life of property, plant and equipment and intangible at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent there is reasonable certainty of future taxable income which will be available against the deductible temporary differences, unused tax losses and depreciation carry-forwards.

Defined benefit plans

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Provisions and contingent liabilities

Provisions

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

Contingent liabilities

The Company uses significant judgements to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

b. Operating segments

'Operating segments are reported in a manner consistent with the internal reporting provided to chief operating decision maker (CODM). The Managing Director is the Company CODM within the meaning of Ind AS 108.

c. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when :

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

d. Fair Value Measurement

In determining the fair value of its financial instruments, the Company uses following

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgements is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk volatility and discount rates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e. Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. However Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of general and pharmaceutical items

Revenue from sale of goods is recognized when it transfers the control of goods to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the transaction price received or receivable, net returns and allowances, trade discounts and volume rebates.Invoices are as issued according to contractual terms and are usually payable with between 60 — 90 days.

Brand Fee

Brand fee is a percentage on revenue generated by the subsidiaries, recognised on accrual basis in accordance with the terms of the relevant agreement and there is significant certainty as to its collectability. Invoices are as issued according to contractual terms and are usually payable with in 30 days.

Management and administrative fee Income

Management fee is recognised based on the services rendered and as per the terms of agreement and there is significant certainty as to its collectability. Invoices are as issued according to contractual terms and are usually payable with in 30 days.

Sale of Services

Revenue from diagnostics services is recognized on amount billed net of discounts/ concessions if any and inclusive

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

of the amount of GST. No element of financing is deemed present as the sales are made primarily on cash and carry basis. The Company recognises revenue when the underlying tests are conducted, samples are processed for requisitioned diagnostic tests. Each diagnostic service is generally a separate performance obligation and therefore revenue is recognised at a point in time when the tests are conducted, samples are processed. For multiple tests, the Company measures the revenue in respect of each performance obligation at its relative stand alone selling price and the transaction price is allocated accordingly. The price that is regularly charged for a test separately registered is considered to be the best evidence of its stand alone selling price.

The amount collected on sale of discount coupon is recognised as unearned revenue initially and transferred to revenue when redeemed against diagnostic services as per the terms of the contract or when expired.

Revenue contracts are on principal-to-principal basis and the Company is primarily responsible for fulfilling the performance obligation. A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs its obligation under the contract.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the income tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except, when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except, When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the standalone statement of profit or loss is recognised outside the standalone statement ofprofit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

g. Property, Plant and Equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Cost includes purchase price, non-refundable taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Land is carried at historical cost less any accumulated impairment losses.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss when the asset is derecognised.

The cost of property, plant and equipment at April 01, 2016, the Company's date of transition to Ind AS, was determined with

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

reference to its carrying value recognised as per previous GAAP (deemed cost), as at the date of transition to Ind AS.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably

Depreciation

Depreciation on property, plant and equipment other than leasehold improvements is calculated on a straight-line basis using the following rates arrived at based on the useful lives estimated by the management which coincide with the lives prescribed under the Schedule II to the Companies Act, 2013, except for depreciation on Leasehold Improvements:

Asset class	Useful lives estimated by the management (years)	Estimated useful as per schedule III
Furniture and fixtures	10	10
Vehicles	8-10	8-10
Data Processing Equipment	3-6	3-6
Buildings	30	30
Plant and Equipment	5-15	5-15

Depreciation on leasehold improvements is provided over the lease term or 5 years, whichever is shorter, which is higher than the rates prescribed under the schedule II to the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate

h. Intangibles

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The intangible assets as at April 01, 2016, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per previous GAAP (deemed cost), as at the date of transition to Ind AS.

Amortisation

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets of the Company represents having finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on these intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangible assets consist of rights under licensing agreement and software licences which are amortised over licence period which equates the economic useful life ranging between 2-5 years on a straight-line basis over the period of its economic useful life.

i. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate standalone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

j. Inventories

Inventories comprise of raw materials, packing materials, finished goods, stock-in-trade and stores and consumables and are valued at lower of cost or net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Cost is determined on weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business reduced by the estimated costs of completion and estimated costs necessary to make the sale. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories until expected to be capitalised.

The factors that the Company considers in determining the valuation of inventory includes shelf life and ageing of Inventory. The Company considers these factors and adjust valuation to reflect actual value of inventory. The comparision of cost and NRV is made on item by item basis

k. Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that non-financial assets (other than inventories and deferred tax assets) may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, including impairment on inventories, are recognised in the standalone statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

l. Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the standalone statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent assets

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually, and no such benefits were found for the current financial year.

m. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises the contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset.

The Company operates a defined benefit plan for its employees, viz., gratuity. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end using the projected unit credit method consistent with the advice of qualified actuaries.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the standalone statement of profit and loss in the subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the standalone statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements.
- Net interest expense or income

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

n. Employee share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

The standalone statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The amount of expenses pertaining to options granted to employees of the Company's subsidiaries are treated as Deemed Investments in respective subsidiaries to which employees belong and are recognised at each reporting period date until the vesting date, with corresponding impact in Share-based payment reserve.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value.

Any other conditions attached to an award, but without an associated service

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share, unless its anti-dilutive to Company's earnings in nature.

Shares allotted to Trust:

The Company has created an Employees benefit trust (Trust) for implementation of the schemes that are notified or may be notified from time to time by the Company under the plan, providing share based payment to its employees. The company allocated shares to Trust at the time of formation of trust. The Company treats trust as its extension and these equity instruments are recognised at cost and deducted from equity.

o. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus except for trade receivables, less transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

i) Debt instruments at amortised cost

ii) Debt instruments at fair value through other comprehensive income (FVTOCI)

iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- the rights to receive Cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it valuates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

b) Financial assets that are debt instruments and are measured as at FVTOCI

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'. The balance sheet presentation for various financial instruments are Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Financial Liabilities

Financial liability, Equity and Compound Financial Instruments

The debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Initial recognition and measurement

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company are recognised at the proceeds received, net of direct issue costs.

A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the standalone statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to the statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the standalone statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the standalone statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the standalone statement of profit and loss.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

p. Financial Guarantee

In a financial guarantee where the parent company has provided guarantee to its subsidiaries, Company treats the fair value of the guarantee as an equity infusion at the time of initial recognition and subsequently recognize the Guarantee premium over the period of guarantee.

q. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

r. Investment in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

On disposal of investments in subsidiaries, the difference between net disposal

Notes to Standalone Financial Statements for the year ended March 31, 2025

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proceeds and the carrying amounts are recognised in the standalone statement of profit and loss.

s. Interest income

Interest income from financial instruments measured either at amortised cost or at fair value through other comprehensive income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the standalone statement of profit and loss.

t. Rental Income

Rental income arising from operating leases on building is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature.

u. Earnings per equity share

Basic earnings equity per share is calculated by dividing the net profit or loss attributable to equity holder of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. Equity shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings equity per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

v. Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows.

w. Share issue expenses

The share issue expenses incurred by the Company on account of new shares issued are netted off from securities premium account. The share issue expenses incurred by the Company on behalf of selling shareholders are considered to be recoverable from selling shareholders and are classified as share issue expenses recoverable under other current financials assets.

x. Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

y. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2025 months ended, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

MCA on May 7, 2025, vide the Companies (Indian Accounting standards) Amendment Rules, 2025 issued amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates in relation to lack of exchangeability of foreign currency which are applicable from 1 April 2025. The Company has reviewed the amendments and based on its evaluation has determined that these amendments will not have any significant impact in its financial statement

z. Material accounting policy information

The Company adopted Disclosure of Accounting policies (Amendments to Ind AS 1) from 1st April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. the amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity specific accounting policy information that users need to understand other information in the financial statements.

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(All amounts in Indian Rupees in millions except for share data or otherwise stated)

3a. Property, plant and equipment

Particulars	Land	Building	Leasehold improvements	Plant and equipment	Data processing equipment	Furniture and fixtures	Vehicles	Total
Gross carrying amount								
As at April 01, 2023	151.07	-	152.01	662.57	34.87	30.07	6.67	1,037.26
Additions	0.00	21.91	47.64	204.48	7.75	7.27	0.83	289.88
Disposals	-	-	-	(0.62)	-	-	-	(0.62)
As at March 31, 2024 (Restated)	**151.07**	**21.91**	**199.65**	**866.43**	**42.62**	**37.34**	**7.50**	**1,326.52**
Additions	-	-	16.73	54.40	2.09	6.96	0.82	81.00
Disposals	-	-	(8.26)	(4.94)	(5.24)	(2.86)	-	(21.30)
As at March 31, 2025	**151.07**	**21.91**	**208.12**	**915.89**	**39.47**	**41.44**	**8.32**	**1,386.22**
Accumulated depreciation								
Up to April 01, 2023	-	-	17.31	69.51	8.89	4.90	1.06	101.67
Charge for the year	-	0.73	34.89	82.39	12.19	3.14	0.82	134.16
Disposals	-	0.00	0.00	(0.07)	0.00	-	-	(0.07)
As at March 31, 2024 (Restated)	**-**	**0.73**	**52.20**	**151.83**	**21.08**	**8.04**	**1.88**	**235.76**
Charge for the year	-	0.73	40.37	96.60	12.71	4.52	1.00	155.93
Disposals	-	0.00	(3.98)	(2.51)	(4.93)	(1.26)	-	(12.68)
As at March 31, 2025	**-**	**1.46**	**88.59**	**245.92**	**28.86**	**11.30**	**2.88**	**379.01**
Net carrying amount								
As at March 31, 2024 (Restated)	**151.07**	**21.18**	**147.45**	**714.60**	**21.54**	**29.30**	**5.62**	**1,090.76**
As at March 31, 2025	**151.07**	**20.45**	**119.53**	**669.97**	**10.61**	**30.14**	**5.44**	**1,007.21**

Title deeds of immovable properties not held in name of the Company:

Particulars	Description of item of property	Gross carrying value as on March 31, 2025	Gross carrying value as on March 31, 2024	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since	Reason for not held in the name of company
Property, plant and equipment	Land	5.51	5.51	NATCO Pharma Limited	No	December 21, 2020	Refer note below

Property has been transferred vide agreement of sale dated December 21, 2020. However, the Company is in the process of completing the registration of the same.

Notes

1) For detials of contractual commitments with respective property plant and equipment refer note no: 37

2) For Details of purchase and sale of property plant and equipment from related parties refer note no: 39(B)

3) The Company has not revalued any property plant and equipment after initial recognition during the year ended March 31, 2025 and March 31, 2024

Standalone Financial Statements (Contd.)

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(All amounts in Indian Rupees in millions except for share data or otherwise stated)

3b. Capital work-in-progress

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Opening balance	3.52	179.09
Additions during the year	89.78	114.53
Less: Capitalised during the year	(81.01)	(290.10)
Closing balance	**12.29**	**3.52**

Note: The Company does not have any capital work-in-progress which is overdue or has exceeded its cost compared to its original plan as at March 31, 2025 and March 31, 2024.

Capital work-in-progress ageing schedule

As at March 31, 2025

Particulars	Amount in capital-work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	12.29	-	-	-	12.29
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2024 (Restated)

Particulars	Amount in capital-work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3.33	0.03	-	0.16	3.52
Projects temporarily suspended	-	-	-	-	-

3c. Intangible assets

Particulars	Software	Total Intangible assets
Gross carrying amount		
As at April 01, 2023	41.82	41.82
Additions	-	-
Disposals	-	-
As at March 31, 2024 (Restated)	**41.82**	**41.82**
Additions	0.18	0.18
As at March 31, 2025	**42.00**	**42.00**
Accumulated Amortisation		
As at April 01, 2023	**7.69**	**7.69**
Charge for the year	8.36	8.36
Disposals	-	-
As at March 31, 2024 (Restated)	**16.05**	**16.05**
Charge for the year	8.38	8.38
As at March 31, 2025	**24.43**	**24.43**
Net carrying amount		
As at March 31, 2024 (Restated)	**25.77**	**25.77**
As at March 31, 2025	**17.57**	**17.57**

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Note: The Company doesn't have intangible assets under development.

1) The Company has not revalued any Intangible asset after initial recognition during the year ended March 31, 2025 and March 31, 2024

4. Right-of-use assets

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Right-of-use assets (refer note : 35A)	814.80	798.63
	814.80	**798.63**

5. Investments

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Investments in unquoted equity shares / fully paid carried at cost less impairment (refer note : 1 below)		
a) In subsidiaries		
209,784,441 (March 31, 2024: 209,784,441) equity shares of ₹10 each fully paid-up in Optival Health Solutions Private Limited	8,271.15	8,271.15
6,860,000 (March 31, 2024: 6,860,000) equity shares of ₹10 each fully paid-up in Nova Sud Pharmaceuticals Private Limited	68.60	68.60
14,077,350 (March 31, 2024: 14,077,350) equity shares of ₹10 each fully paid-up in Wynclark Pharmaceuticals Private Limited	140.77	140.77
20,000,000 (March 31, 2024: 20,000,000) equity shares of ₹10 each fully paid-up in MedPlus Insurance Brokers Private Limited	20.00	20.00
10,000 (March 31, 2024: 10,000) equity shares of ₹10 each fully paid-up in Clearancekart Private Limited	0.10	0.10
386,636 (March 31, 2024: 386,636) equity shares of ₹10 each fully paid-up in Kalyani Meditimes Private Limited	35.00	35.00
Aggregate gross value of unquoted investments (A)	**8,535.62**	**8,535.62**
b) Deemed investments (refer note 39)		
Optival Health Solutions Private Limited	772.40	715.83
Venkata Krishna Enterprises Private Limited	8.68	8.19
Sidson Pharma Distributors Private Limited	0.61	0.51
Aggregate value of deemed investments (B)	**781.69**	**724.53**
Aggregate value of unquoted investments including deemed investments (C=A+B)	**9,317.31**	**9,260.15**
Less: Provision for permanent decline in value of investments	(35.00)	(35.00)
Aggregate amount of provision for impairment in value of investments (D)	**(35.00)**	**(35.00)**
Total (C+D)	**9,282.31**	**9,225.15**

Standalone Financial Statements (Contd.)

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

5. Investments (Contd.)

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Aggregate value of unquoted investments including deemed investments	9,317.31	9,260.15
Aggregate value of quoted investment and market value thereof	-	-
Aggregate value of provision for impairment in value of investments	35.00	35.00
Movement in provision for impairment:		
Opening balance	(35.00)	(35.00)
Add: Impairment loss during the year	-	-
Less: Reversals during the year	-	-
Closing balance	**(35.00)**	**(35.00)**

Note 1

The Company holds 100% (31 March 2024: 100%) of the shareholding in all subsidiaries except for Optival Health Solutions Private Limited and Kalyani Meditimes Private Limited (KMT) wherein the Company's holding constitutes to 99.99% & 88.04 % respectively (March 31, 2024: 99.99% and 88.04% respectively) of the paid-up capital of the subsidiaries.

6. Loans

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Unsecured, considered doubtful	-	-
Loan to related party (refer note below and 39(C))	17.82	17.82
	17.82	**17.82**
Less: Loss allowance	(17.82)	(17.82)
	-	-

Note:

(a) The Company has given loan to Kalyani Meditimes Private Limited (Borrower) for use by the borrower towards its working capital and general corporate use purposes and carries an interest rate of 18% p.a. and payable monthly. The loan is repayable on demand within one working day of such demand. The outstanding balance of the loan as at March 31, 2025 is ₹4.50 millions (March 31, 2024 : ₹4.50 millions)

(b) The Company has given loan to Kalyani Meditimes Private Limited (Borrower) for use by the borrower towards its working capital and general corporate use purposes and carries an interest rate of 18% p.a. and payable yearly. The loan is repayable in 12 months from the issue date. The outstanding balance of the loan as at March 31, 2025 is ₹13.32 millions (March 31, 2024 :₹13.32 millions)

(c) Movement in Loss allowance

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Opening balance	17.82	17.82
Addition during the year	-	-
Closing balance	**17.82**	**17.82**

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

7. Other financial assets

Particulars		As at March 31, 2025	As at March 31, 2024 (Restated)
(a)	**Non-current**		
	Unsecured, considered good		
	Bank deposits with remaining maturity of more than 12 months	23.37	50.00
	Security deposits	30.38	24.45
	(A)	**53.75**	**74.45**
	Unsecured, considered doubtful		
	Security deposits	11.67	11.60
		11.67	**11.60**
	Less: Loss allowance	(11.67)	(11.60)
	(B)	-	-
	Total (A+B)	**53.75**	**74.45**

Movement in loss allowance	As at March 31, 2025	As at March 31, 2024 (Restated)
Opening balance	11.60	1.12
Addition during the year	0.07	10.48
Closing balance	**11.67**	**11.60**
(b) **Current**		
Unsecured, considered good		
Bank deposits with remaining maturity of less than 12 months	637.24	202.58
Deposit with others*	30.74	30.64
Other receivables	0.46	3.84
Advance to employees	4.71	1.47
Share issue expense receivable**	15.62	9.02
Total	**688.77**	**247.55**

*Includes deposit of ₹ 30.00 paid to Bombay Stock Exchange Limited ('BSE') in connection with IPO.

**The Group has spent/ accrued towards IPO related expenses which includes legal expenses, certification fees, listing fees, audit expenses and others. These expenses are shared between the selling shareholders and the Company in proportion of their shares. The share issue expenses incurred by the Company on behalf of selling shareholders are considered to be recoverable from selling shareholders/ IPO public issue account and are classified as share issue expenses receivable under other current financial assets. During the current financial year the Company has completed its reconciliation of offer expenses and arrived at receivable amount which is ₹15.62.

There are no loans and advances given to promoters, Directors , KMPs and the related parties defined under the Companies act 2013, either severally or jointly with any other person or loans given to firms or private companies respectively in which any director is a partner, a director or a member.

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

8. Other tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Advance Tax (Net of provision of ₹109.22(March 31, 2024: ₹14.06)	17.03	38.94
Total	**17.03**	**38.94**

9. Other assets

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
(a) Non-current		
Unsecured, considered good		
Capital advances	0.60	1.47
Balances with government authorities	0.25	0.36
	0.85	1.83
Unsecured, considered doubtful		
Balances with government authorities	0.11	0.11
Advance to vendors	7.02	7.02
	7.13	7.13
	7.98	**8.96**
Less: Loss allowance	(7.13)	(7.13)
	0.85	**1.83**
(b) Current		
Unsecured, considered good		
Balances with government authorities	1.17	2.93
Advance to vendors	81.80	77.95
Prepaid expenses	11.32	9.38
	94.29	**90.26**

There are no loans or advances given to promoters, directors, KMPs and the related parties defined under the companies act, 2013 either severally or jointly with any other person.

10. Inventories

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
(Valued at lower of cost or net realisable value)		
Raw materials (including packing materials)	139.77	107.38
Work-in-progress	7.24	9.26
Finished goods	22.74	10.59
Stock-in-trade	0.77	-
Stores and consumables	12.71	12.38
	183.23	**139.61**

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

11. Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Balances with banks		
- On current accounts	17.54	61.65
- Bank deposits with original maturity of less than three months	91.50	73.11
Balances in wallets	3.28	1.43
Cash on hand	0.68	1.01
	113.00	**137.20**

12. Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Bank deposits with original maturity of more than three months but less than twelve months	457.22	494.25
	457.22	**494.25**

13. Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Current		
Trade receivables considered good - unsecured*	1,216.21	696.16
Trade receivables - credit impaired	0.09	0.09
	1,216.30	**696.25**
Less: Loss allowance	(0.09)	(0.09)
Total	**1,216.21**	**696.16**

* Includes amount receivable from related parties (refer note 39 C)

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person or dues from firms or Private companies respectively in which any director is a partner, director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

Refer note 41 for the companies exposure to credit risk and market risk.

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

13. Trade receivables (Contd.)

Ageing for trade receivables as at March 31, 2025 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	1,215.71	0.50	-	-	-	-	1,216.21
(ii) Undisputed trade receivables – credit impaired	-	-	-	0.08	0.01	-	0.09
(iii) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iv) Disputed trade receivables – credit Impaired	-	-	-	-	-	-	-
Total	**1,215.71**	**0.50**	**-**	**0.08**	**0.01**	**-**	**1,216.30**
Less: Loss allowance							**(0.09)**
							1,216.21

Ageing for trade receivables as at March 31, 2024 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	558.94	99.95	0.09	-	37.18	-	696.16
(ii) Undisputed trade receivables – credit impaired	-	-	0.08	0.01	-	-	0.09
(iii) Disputed trade receivables– considered good	-	-	-	-	-	-	-
(iv) Disputed trade receivables – credit Impaired	-	-	-	-	-	-	-
Total	**558.94**	**99.95**	**0.17**	**0.01**	**37.18**	**-**	**696.25**
Less: Loss allowance							**(0.09)**
							696.16

Note: There are no secured and no disputed trade receivable outstanding as at March 31, 2025 and March 31, 2024.

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

14. Equity Share capital

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Authorised share capital		
(i) Equity shares of ₹2/- each		
As at beginning of the year (305,933,000 (March 31, 2024: 305,933,000) equity shares of ₹2/- each)	611.87	611.87
Movement during the year	-	-
As at end of the year (305,933,000 (March 31, 2024: 305,933,000) equity shares of ₹2 /- each)	611.87	611.87
Total Authorised share capital	**611.87**	**611.87**
Equity shares		
Issued, subscribed and fully paid up shares (No's)	**119.70**	**119.54**
(i) Equity shares of ₹2/- each		
119,693,831(March 31, 2024: 119,536,952) equity shares of ₹2/- each	239.39	239.07
Less: Amount recoverable from MedPlus Employees Benefit Trust (ESOP Trust) 55,811 (March 31, 2024: 119,464) equity shares of ₹2/- each (refer note 34)	(0.00)	(0.00)
Total issued, subscribed and fully paid up equity share capital	**239.39**	**239.07**

(a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

i) Equity shares	As at March 31, 2025		As at March 31, 2024 (Restated)	
	No. of shares	Amount ₹	No. of shares	Amount ₹
At the beginning of the year	11,95,36,952	239.07	11,93,05,676	238.61
Add: Issued during the year on account of ESOP exercise	1,56,879	0.32	2,31,276	0.46
Outstanding at the end of the year	**11,96,93,831**	**239.39**	**11,95,36,952**	**239.07**
Less : Recoverable from ESOP trust	(55,811)	(0.00)	(1,19,464)	(0.00)
Net outstanding at the end of the year	**11,96,38,020**	**239.39**	**11,94,17,488**	**239.07**

(b) Terms and rights attached to equity shares

(i) Equity shares

The Company has only one class of equity shares having par value of ₹2 per share (March 31, 2024- ₹2 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2025		As at March 31, 2024 (Restated)	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of ₹2 each fully paid up				
G.Madhukar Reddy	1,53,50,400	12.82%	1,53,50,400	12.84%
PI Opportunities Fund I	-	-	98,34,759	8.23%
Lavender Rose Investment Limited	-	-	1,35,63,607	11.35%
Lone Furrow Investment Private Limited	1,72,80,732	14.44%	1,72,80,732	14.46%
Agilemed Investments Private Limited	1,56,49,495	13.07%	1,56,49,495	13.09%
SBI Mutual Fund	-	-	62,10,508	5.20%
Nippon Life India Trustee Limited	90,70,114	7.58%	83,29,987	6.97%

(d) During the five years immediately preceding the year ended March 31, 2025, no equity shares have been bought back or issued for consideration other than cash except for bonus shares issued which has been disclosed in point (f) below

(e) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Options and Shares Plan, 2009 (ESOP 2009) of the Company. and Employee Stock Options and Shares Plan, 2021 (ESOP 2021) of the Company (Refer Note 39 and 33)

(f) Details of Bonus issue	**Number of shares**
During the year ended March 31, 2021 the following bonus shares were issued by way of capitalisation of securities premium balance:	
(i) 1.25 equity shares issued as bonus for every 1 equity share held by the equity share holders, rounded off to nearest number	2,54,674
(ii) 1.25 Series A Compulsorily Convertible Preference Shares (CCPS) shares issued as bonus for every 1 Series A CCPS held by the Series A CCPS holders, rounded off to nearest number	38,434
(iii) 40 Series A CCPS shares issued as bonus for every 1 Series A CCPS held by the Series A CCPS holders after considering the impact of bonus issue as per (ii) above, rounded off to nearest number	27,67,240
(iv) 40 Series B CCPS shares issued as bonus for every 1 equity shares held by the equity share holders after considering the impact of bonus issue as per (i) above and except to Lone furrow investment private limited and Agilemed Investments Private Limited, rounded off to nearest number	1,19,51,680
(v) 40 Series B1 CCPS shares issued as bonus for every 1 equity shares held by Agilemed Investments Private Limited after considering the impact of bonus issue as per (i) above, rounded off to nearest number	30,53,560
(vi) 40 Series B2 CCPS shares issued as bonus for every 1 equity shares held by Lone furrow investment private limited after considering the impact of bonus issue as per (i) above, rounded off to nearest number	33,31,120
	2,13,96,708

Note: The above mentioned CCPS were converted into equity shares during the year ended March 31, 2022.

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

(g) Details of Promoter shareholding

Details of Promoter shareholding	As at March 31, 2025			As at March 31, 2024 (Restated)	
Promoter Name	**No. of Shares**	**% of total shares**	**% Increase/ (decrease) during the year**	**No. of Shares**	**% of total shares**
Madhukar Reddy Gangadi	1,53,50,400	12.82%	(0.02%)	1,53,50,400	12.84%
Agilemed Investments Private Limited	1,56,49,495	13.07%	(0.02%)	1,56,49,495	13.09%
Lone Furrow Investment Private Limited	1,72,80,732	14.44%	(0.02%)	1,72,80,732	14.46%

15. Other equity

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
(i) Securities premium		
Opening balance	12,127.54	11,933.82
Add: Reversal of excess offer expenses previously adjusted on estimated basis*	6.60	-
Add: Transferred from share based payment reserve upon exercise of options	107.20	140.53
Add: Proceeds from issue of equity shares issued under ESOP	36.08	53.19
	12,277.42	**12,127.54**
Less: Amount recoverable from ESOP trust (refer note 34)	(77.44)	(77.44)
Add: Proceeds from issue of equity shares under ESOP	46.33	36.41
	(31.11)	**(41.03)**
Closing Balance	**12,246.31**	**12,086.51**
* During the year ended March 31,2025, the Company finalized the allocation of actual share issue expenses. As the actual expenses were lower than the amounts previously estimated and adjusted against the securities premium account, a reversal of ₹6.60 million has been made and credited back to the securities premium.		
(ii) Share based payment reserve		
Opening balance	303.62	304.35
Add: Gross compensation for options granted during the year	68.69	141.05
Less: Transfer to Security premium account	(107.20)	(140.53)
Less: Stock options lapsed	(2.09)	(1.25)
Closing balance	**263.02**	**303.62**
(iii) General reserve		
Balance at the beginning of the year	356.28	355.03
Add: Stock options lapsed	2.09	1.25
Balance at the end of the year	**358.37**	**356.28**

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
(iv) Capital reserve		
Balance at the beginning and end of the year	7.62	7.62
Closing balance	**7.62**	**7.62**
(v) Amalgamation adjustment account		
Balance at the beginning and end of the year	(98.39)	(98.39)
Closing balance	**(98.39)**	**(98.39)**
(vi) Retained earnings		
Opening balance	(1,018.20)	(1,268.47)
Opening reserve adjustment on account of Merger	-	151.52
Profit for the year	403.35	94.40
Add: Re-measurement gain on defined benefit plan	2.00	4.35
Closing balance	**(612.85)**	**(1,018.20)**
Total Other equity ((i)+(ii)+(iii)+(iv)+(v)+(vi))	**12,164.08**	**11,637.44**

Nature and purpose of reserves

a) Securities premium

Securities premium is used to record the premium on issue of shares. The premium will be utilised in accordance with the provisions of the Act.

b) Share based payment reserve

The Company has granted equity settled share based payment plans for certain categories of employees of the Company. (refer note 34).

c) General Reserve

General reserve is used from time to time to transfer profit from reserves, for appropriation purposes.

d) Retained earnings

Retained earnings are profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

e) Capital reserve

Capital reserve represents reserve created as part of common control business combination during the financial year FY 2020-21.

f) Amalgamation adjustment account

Represents reserve created as part of common control transaction business combination during the financial year FY 2020-21.

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

16. Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
- Total outstanding dues of micro and small enterprises ('MSME') (refer note 38)	28.91	0.17
- Total outstanding dues of other than micro and small enterprises:		
- to related parties (refer note 39)	-	-
- to others	422.74	179.52
	451.65	**179.69**

Ageing of trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - MSME	27.64	1.27	-	-	-	28.91
(ii) Undisputed - Others	338.60	64.38	1.02	0.96	0.05	405.01
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**366.24**	**65.65**	**1.02**	**0.96**	**0.05**	**433.92**
Accrued expenses						17.73
						451.65

Ageing of trade payables outstanding as at March 31, 2024 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - MSME	0.17	-	-	-	-	0.17
(ii) Undisputed Others	12.36	146.98	1.58	0.01	0.04	160.97
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**12.53**	**146.98**	**1.58**	**0.01**	**0.04**	**161.14**
Accrued expenses						18.55
						179.69

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

17. Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
(a) Non-current		
Lease liabilities (refer note 35 C)	886.41	833.23
	886.41	**833.23**
(b) Current		
Lease liabilities (refer note 35 C)	58.69	55.15
	58.69	**55.15**

18. Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Creditors for capital goods	0.92	4.21
Employee dues payable	36.97	29.58
	37.89	**33.79**

19. Provisions

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
(a) Non-current		
Provision for gratuity, partly funded (refer note 33) & 39	16.66	15.84
	16.66	**15.84**
(b) Current		
Provision for gratuity, partly funded (refer note 33)	1.50	1.39
Provision for compensated absences, unfunded	21.60	17.90
	23.10	**19.29**

20. Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Statutory liabilities	33.89	27.35
	33.89	**27.35**

21. Contract liabilities

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Advance from customers	4.04	5.20
Unearned revenue (refer note 22)	78.70	53.82
	82.74	**59.02**
Movement in unearned revenue on Membership Fees		
As at beginning of the year	53.82	39.06
Billed during the year	245.74	194.88
Revenue recognised during the year	(220.86)	(180.12)
As at end of the year	**78.70**	**53.82**

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

22. Revenue from Operations

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
a.	**Revenue from contract with customers**		
	Sale of services	1,081.07	748.85
	Sale of goods	5,928.69	3,802.71
		7,009.76	**4,551.56**
b.	**Other operating revenue**		
	Management and administrative fees income	32.54	37.66
	Brand fee	88.67	81.08
		121.21	**118.74**
	Total	**7,130.97**	**4,670.30**

Refer note 39 for transactions with related parties

Disclosures as per Ind AS 115 - Revenue from contract with customers

a. Revenue Streams

The Company generates revenue primarily from the sale of general and pharmaceutical items and diagnostic services. Other sources of revenue include management and administrative fees and brand fees.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Revenue from contract with customers at contracted price	7,626.51	4,932.84
Adjustment: Discounts offered	(616.75)	(381.28)
Revenue from contract with customers	**7,009.76**	**4,551.56**

b. Disaggregation of revenue from contract with customers

(i) Based on geography: Entire revenue from contract with customers is from India.

(ii) Based on segment: The Company disaggregates revenue from contracts with customers by nature of services, geography and timing of revenue recognition

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Diagnostic services	1,081.07	748.85
Sale of goods to related party	5,928.69	3,802.71
Revenue from contract with customers	**7,009.76**	**4,551.56**

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

c. Details of deferred revenue

Tabulated below is the reconciliation of deferred revenue for the year ended March 31, 2025 and March 31, 2024:

As at beginning of the year	53.82	39.06
Billed during the year	245.74	194.88
Revenue recognised during the year	(220.86)	(180.12)
As at end of the year	**78.70**	**53.82**

d. Revenues from significant customers

Revenues from one customer amounts to ₹6,049.90 (March 31, 2024: ₹3,921.17) which is 85% of total revenue (March 31, 2024 84%)

The following table provides information about contract assets and contract liabilities from contract with customers:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Trade receivables (refer note 13)	1,216.30	696.25
Advance from customers (refer note 21)	4.04	5.20
Unearned revenue on membership fees (refer note 21)	78.70	53.82

23. Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Interest income under effective interest rate method		
- on bank deposits	64.25	55.85
- financial assets measured at amortised cost	3.19	2.36
Rental income (refer notes 35B and 39)	7.74	7.48
Liabilities no longer required written back	2.56	1.49
Gain on de-recognition of right-of-use assets, net	2.72	1.37
Miscellaneous income	8.89	4.57
	89.35	**73.12**

24. Purchases of stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Purchases of stock-in-trade	4,860.25	3,073.95
	4,860.25	**3,073.95**

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

25. Cost of materials consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Raw materials (including stores and consumables) at the beginning of the year	119.76	55.85
Add: Purchases during the year	648.90	509.14
Less: Raw materials (including stores and consumables) at the end of the year	152.48	119.76
	616.18	**445.23**

26. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Inventories at the beginning of the year		
Finished goods	10.59	5.24
Work-in-progress	9.26	5.78
Stock-in-trade	-	0.00
	19.85	**11.02**
Less : Inventories at the end of the year		
Finished goods	22.74	10.59
Work-in-progress	7.24	9.26
Stock-in-trade	0.77	-
	30.75	**19.85**
Change in inventories	**(10.90)**	**(8.83)**

27. Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Salaries and wages	409.18	374.76
Contribution to provident fund and other funds (refer note 33)	25.52	22.93
Gratuity expense (refer note 33)	10.21	9.08
Employees stock option compensation expenses (refer note 34)	11.51	15.45
Staff welfare expenses	15.78	14.64
	472.20	**436.86**

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

28. Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Depreciation of property, plant and equipment (refer note 3a)	155.93	134.16
Amortisation on Intangible asset (refer note 3c)	8.38	8.36
Depreciation on right-of-use assets (refer note 35)	105.06	98.59
	269.37	**241.11**

29. Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Interest expenses on lease liabilities (refer note 35C)	86.25	84.43
	86.25	**84.43**

30. Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Lease rent (refer note 35)	-	0.25
Rates and taxes	6.52	5.35
Electricity charges	53.12	47.04
Communication costs	2.26	3.51
Travelling and conveyance	12.03	9.89
Printing and stationary	1.77	2.78
Legal and professional charges - Doctors Fees	179.38	144.73
Legal and professional charges - Others	24.37	16.60
Payment to auditors (refer note (a) below)	2.02	1.82
Directors sitting fees	4.25	5.80
Insurance	4.97	3.27
Repairs and maintenance on Plant and equipment	69.28	51.98
Advertisement and sales promotion	30.35	78.26
Management and administrative fees	10.64	9.95
Allowance for expected credit loss, net	0.07	0.09
Corporate Social Responsibility Expenses	0.89	-
Allowance on deposits	-	10.68
Loss on sale of property, plant and equipment	2.44	-
Advances/debts written off	0.22	0.32
Miscellaneous expenses	10.67	8.95
	415.25	**401.27**

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Note (a): Payment to Statutory auditor

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
As auditors:		
Statutory audit fee (including fee for limited review)	1.72	1.50
Certification fee	0.11	0.05
Reimbursement of expenses	0.19	0.27
	2.02	**1.82**

31. Earnings per equity share (EPES)

The following reflects the earnings and share data used in the basic and diluted EPES computations:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Profit attributable to equity holders of the Company	403.35	94.40
Earnings per equity share		
Weighted average number of shares for considered for Basic EPES		
(i) Equity shares		
Number of shares at the beginning of the year	11,95,36,952	11,93,05,676
Add: Exercise of employee stock options during the period	50,403	81,220
Weighted average number of shares outstanding during the year	**11,95,87,355**	**11,93,86,896**
Add: Impact of dilutive potential equity shares on account of share options granted	4,35,573	6,37,792
Weighted average number of equity shares for diluted EPES	**12,00,22,928**	**12,00,24,688**
Face value of each equity share (In absolute ₹ terms)	2.00	2.00
Earnings per equity share (In absolute ₹ terms)		
- Basic	3.37	0.79
- Diluted	3.36	0.79

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

32. Income tax

(a) Amount recognised in statement of profit and loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Current income tax expenses	108.18	9.65
Interest on income tax	1.04	-
Deferred tax benefit		
Deferred tax benefit	(0.85)	(34.65)
Total income tax expense/(benefit) recognised in standalone statement of Profit and Loss	**108.37**	**(25.00)**

(b) Reconciliation of provision for income tax of the company and the accounting profit multiplied by India's statutory income tax rate for March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Profit before tax	511.72	69.40
Enacted tax rate in India	25.17%	25.17%
Expected tax expenses	128.79	17.47
Reconciling items:		
Deferred tax benefit accounted on carryforward tax losses and unabsorbed depreciation	4.57	(35.39)
Tax effect on allowable expenses	0.33	-
Tax benefits availed u/s 80JJAA of Income Tax Act	(7.78)	-
Deferred Tax benefits availed u/s 80JJAA of Income Tax Act	(7.67)	-
Others	(10.91)	(2.67)
Adjustments in respect of interest on Income taxes	1.04	-
Taxes for earlier years	-	(4.41)
Total Tax expense	**108.37**	**(25.00)**
Tax expense/(benefit) as per standalone Statement of Profit and Loss	**108.37**	**(25.00)**

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

(c) The components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

Particulars	As at March 31, 2024 (Restated)	Reconginsed in statement of Profit and Loss	Recognised in OCI	As at March 31, 2025
Deferred tax asset / (liability)				
Property, plant and equipment	(26.39)	(1.71)	-	(28.10)
Provision for expenses allowed for tax purpose on payment basis	0.46	9.31	0.67	9.10
Accrual for expenses	14.13	(12.91)	-	1.22
Lease liability net of right-of-use assets	27.79	15.34	-	43.13
Others	-	2.95	-	2.95
Deduction under 80JJAA	-	7.67	-	7.67
Carry forward of business losses	19.80	(19.80)	-	-
Deferred tax benefit/(expense)		**0.85**	**0.67**	
Deferred tax asset, net	**35.79**			**35.97**

(d) The components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

Particulars	As at March 31, 2023	Recongбосsed in statement of Profit and Loss	Recognised in OCI	As at March 31, 2024 (Restated)
Deferred tax asset / (liability)				
Property, plant and equipment	-	(26.39)	-	(26.39)
Provision for expenses allowed for tax purpose on payment basis	0.07	1.85	(1.46)	0.46
Accrual for expenses	0.21	13.92	-	14.13
Lease liability net of right-of-use assets	2.32	25.47	-	27.79
Carry forward of business losses	-	19.80	-	19.80
Deferred tax benefit/(expense)	**-**	**34.65**	**(1.46)**	**-**
Deferred tax asset, net	**2.60**			**35.79**

Note 1:

The Company has received a demand notice from income tax authorities for FY 2022-23 of ₹34.86 on account of certain disallowances and additions to the total income. The Company has filed an appeal with the Commissioner of Income Tax (Appeals) challenging the said demand. On the basis of evaluation of the said demand notice and the underlying facts by an independent external consultant, the Company is confident that the matter would be settled in its favour. Accordingly, no adjustments have been made to these financial statements in this regard.

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

33. Employee benefits

I. Post Employment Benefits

A. Defined Benefits Plan - Gratuity

Company has a defined benefit plan which provides for gratuity payments for its employees. Under the plan, every employee who has completed at least five years of service gets gratuity on departure @ 15 days salary (based on last drawn basic salary) for each completed year of service. The scheme is partly funded in the form of a qualifying insurance policy managed by Life Insurance Corporation of India.

The components of gratuity cost recognised in the standalone statement of profit and loss for the year ended March 31, 2025 and March 31, 2024 consist of the following:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Changes in the present value of defined benefit obligations are as follows:		
Defined benefit obligations at the beginning of the year	25.71	24.13
Current service cost	9.21	7.82
Past service cost	-	-
Interest on defined obligations	1.78	1.69
Benefits paid	(2.26)	(2.48)
Re-measurements due to:		
- change in assumptions	0.58	0.55
- due to experience adjustment	(3.28)	(6.00)
Defined benefit obligations at the end of the year	**31.74**	**25.71**
Changes in the fair value of plan assets are as follows:		
Fair value of plan assets at the beginning of the year	8.48	4.09
Employer contributions	6.57	6.03
Employer Direct benefits payments	0.22	0.10
Interest on plan assets	0.78	0.44
Benefits paid	(2.26)	(2.49)
Expenses	(0.18)	(0.05)
Remeasurements-return on plan assets	(0.03)	0.36
Plan assets at the end of the year	**13.58**	**8.48**
Amount to be recognised in Statement of Profit and Loss:		
Current service cost	9.21	7.82
Past service cost	-	-
Interest on net defined benefit liability, net	1.78	1.69
Reimbursement Service Cost	-	-
Excepted return on plan assets	(0.78)	(0.44)
Gratuity expenses recognised in statement of profit and loss	**10.21**	**9.07**
Remeasurement on the net defined benefit plan recongised in OCI:		
Remeasurements - due to change in assumptions	0.58	0.55
Remeasurements - due to experience adjustment	(3.28)	(6.00)
Remeasurements - return on plan assets	0.03	(0.36)
Components of defined benefit costs recognised in other comprehensive income	**(2.67)**	**(5.81)**

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Details of the employee defined benefits obligations and plan assets are provided below:

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Present value of defined benefit obligation	31.74	25.71
Fair value of plan assets	(13.58)	(8.48)
Net defined benefit liability	**18.16**	**17.23**

Plan assets

Plan assets comprise of the following:

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Funds managed by Life Insurance Corporation of India	13.58	8.48
	13.58	**8.48**

The Company makes contribution to the Life Insurance Corporation ('LIC') of an amount advised by LIC. The Company was not informed by LIC of the investments made by them or the breakup of the plan assets in to various type of investments.

The Company expects to contribute approximately ₹5.00 to the gratuity fund during the financial year ending March 31,2026.

Bifurcation of net defined benefit liability

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Current liabilities	1.50	1.39
Non- current Liabilities	16.66	15.84
	18.16	**17.23**

Sensitivity Analysis: (Increase / (decrease) in obligation)

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
(a) Effect of 1% change in assumed discount rate		
- 1% increase	(2.59)	(2.00)
- 1% decrease	3.02	2.32
(b) Effect of 1% change in assumed salary escalation rate		
- 1% increase	2.76	2.02
- 1% decrease	(2.44)	(1.78)
(c) Effect of 1% change in assumed attrition rate		
- 1% increase	(0.57)	(0.43)
- 1% decrease	0.62	0.47
(d) Effect of 10% change in assumed mortality rate		
- 10% increase	(0.00)	0.00
- 10% decrease	0.00	(0.00)

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Key actuarial assumptions:

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Discount rate	7.04%	7.25%
Rate of return of plan assets	7.51%	7.25%
Attrition rate	10.00%	10.00%
Rate of compensation increase	9.00%	9.00%

The expected future cash flows in respect of gratuity were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024 (Restated)
Expected future benefit payments		
Less than a year	1.50	1.39
Between 2-5 years	12.67	9.84
More than 5 years	56.73	45.40

The weighted average duration of the defined benefit obligation is 10.00 years (March 31, 2024 : 10 years)

B. Defined Contribution Plan

Provident fund and other funds

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and Employee state insurance, which is defined contribution plan. The Company has no obligations other than to make specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

The amount recognised as an expense towards contribution to provident fund and employee state insurance for the year aggregated to ₹25.52 (March 31, 2024: ₹22.93.00) (refer note 27).

II. Other benefits - Leave Encashment

The employees of the Company are entitled to leave encashment which are both accumulating and non-accumulating in nature. The expected cost of accumulating leave encashment is determined by actuarial valuation based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating leaves is recognized in the year in which the absences occur.

The amount recognised as an expense towards leave compensated absences for the year aggregated to ₹6.93 (March 31, 2024: ₹10.76).

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

34. Employee stock option plan

(i) MedPlus Employees Stock Option and Shares Plan 2009 (ESOP 2009)

(a) The Company instituted MedPlus Employees Stock Option and Shares Plan 2009 (ESOP 2009). The Board of directors approved the plan on November 16, 2009. The plan is effective from November 1, 2009 which provided for issue of 9,673 stock options to eligible employees. The options vest over a period of four years or as approved by remuneration committee and would be settled by issue of fully paid equity shares.

Pursuant to a resolution passed by the Board of Directors on February 17, 2011, the Company had formed a trust (MedPlus Employee Benefit Trust) to implement and administer ESOP 2009 and had allotted 9,673 options to the Trust.

The Company has allotted (before giving impact of bonus and split) 4,110 equity options and 5,563 options to the trust at premium of ₹11,016 per Option and ₹5,781 per Option respectively, aggregating total securities premium of ₹77.44 millions

Amount receivable from the trust for options granted aggregating to ₹77.54 (Face value – ₹0.10 and Premium of ₹77.44) has been accounted as 'Amount recoverable from Trust in kind' and has been deducted from share capital and securities premium respectively as these are in the nature of own shares held. The same will be adjusted at the time of exercise of options by the employees.

During the year March 31, 2025 138 (March 31, 2024: 238) options were exercised by employees which resulted in

(i) increase in paid up capital by March 31, 2025 ₹0.00 (March 31, 2024: ₹0.00) and

(ii) increase of securities premium by March 31, 2025 ₹ Nil (March 31, 2024: ₹ Nil)

Further, recovery of ₹9.92 (March 31, 2024: ₹18.64) from ESOP trust was done on account of exercised options during the year ended March 31, 2025

(b) The details of the activity have been summarized below

Particulars	For the year ended March 31, 2025 (No. of options)	For the year ended March 31, 2024 (Restated) (No. of options)
Outstanding at the beginning of the year	151	389
Exercisable at the beginning of the year	11	100
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year	138	238
Vested during the year	128	149
Expired during the year	-	-
Outstanding at the end of the year*	13	151
Exercisable at the end of the year	1	11
Weighted average remaining contractual life (in years)	-	-

*One option equals to 461.25 equity shares

(ii) MedPlus Employees Stock Option and Shares Plan 2021 (ESOP 2021)

(a) The Company instituted MedPlus Employees Stock Option and Shares Plan 2021 (ESOP 2021). The Board of directors approved the plan on August 9, 2021. The plan is effective from August 9, 2021 which provided for issue of 1,117,612 stock options to eligible employees. The options vest over a period of four years from the grant date at 10%, 25%, 25% and 40% respectively, as a % of options granted. Vesting period may be accelerated on deserving cases, subject to applicable law and minimum vesting period of at least one year. During the year ended March 31, 2025 the Company

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

34. Employee stock option plan (Contd)

has granted Nil (March 31, 2024: 16,967) Options to its employees, options granted to the employees of its subsidiaries under Employee stock option and Share plan 2021,Nil (March 31, 2024 Nil) after taking necessary approval, at an exercise price of ₹628 per option on March 31, 2024.

Employees stock option and share plan 2021

Particulars	As at March 31, 2024 (Restated)
Number of options granted	16,967
Method of settlement (Cash/Equity)	Equity
Vesting period	1,697 options vest in 12 months from the grant date. 4,242 options vest in 24 months from the grant date. 4,242 options vest in 30 months from the grant date. 6,786 options vest in 36 months from the grant date.
Exercise period	3 years Committee may extend the Exercise period on case to case basis.
Vesting conditions	None

(b) The details of the activity have been summarized below

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
	(No. of options)	(No. of options)
Outstanding at the beginning of the year	6,68,824	9,33,430
Exercisable at the beginning of the year	1,06,251	1,04,328
Granted during the year	-	16,967
Forfeited during the year	40,409	46,320
Exercised during the year	1,56,879	2,31,276
Vested during the year	2,34,110	2,35,253
Expired during the year	3,386	2,054
Outstanding at the end of the year	3,94,305	6,68,824
Exercisable at the end of the year	1,80,096	1,06,251
Weighted average remaining contractual life (in years)	-	-

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

34. Employee stock option plan (Contd)

(c) Stock options granted during the year

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	As at March 31, 2024 (Restated)
Weighted average share price/ market value	773.50
Exercise price (₹ per share)	628.00
Options granted	16,967
Date of grant	December 21, 2023
Expected volatility	27.00%
Life of the options granted (vesting and exercise period) in years	Vesting period + 4 years
Expected dividend	0%
Average risk-free interest rate	6.75% - 7.25%
Expected term based on vesting period	1 year - 4 years
Weighted average fair value of the option granted	268.00

Effect of the employee option plan on the standalone Statement of Profit and Loss and on its financial position

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Total employee compensation cost pertaining to stock option plan *	11.51	15.45
Reserves - employee stock option plan outstanding as at the period end	263.02	303.62

*Does not include ₹00.00 (March 31, 2024: ₹125.59) pertaining to ESOP issued to the employees of subsidiaries.

35. Leases

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

35. Leases (Contd)

A Movement of right of use asset for the year ended March 31, 2025 and March 31, 2024:

Particulars	Machinery	Buildings	Total
Gross carrying amount			
As at April 01, 2023	**62.55**	**881.25**	**943.80**
Additions	-	112.26	112.26
Deletions	(5.34)	(40.74)	(46.08)
As at March 31, 2024	**57.21**	**952.77**	**1,009.98**
Additions	-	150.60	150.60
Deletions	-	(70.05)	(70.05)
As at March 31, 2025	**57.21**	**1,033.32**	**1,090.53**
Accumulated Depreciation			
As at April 01, 2023	**2.96**	**118.06**	**121.02**
Charge for the year	2.96	96.22	99.18
Deletions	(0.76)	(8.09)	(8.85)
As at March 31, 2024	**5.16**	**206.19**	**211.35**
Charge for the year	6.69	98.37	105.06
Deletions	-	(40.68)	(40.68)
As at March 31, 2025	**11.85**	**263.88**	**275.73**
Net Carrying amounts			
Balance as at March 31, 2024	**52.05**	**746.58**	**798.63**
Balance as at March 31, 2025	**45.36**	**769.44**	**814.80**

* The aggregate depreciation expenses for the year on right -of-use assets is included under depreciation and amortisation expense in the Statement of profit and loss.

B The following is the rental expenses and income recorded for short term leases, variable leases and low value leases for the year ended March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Short - term lease expense	-	0.25
Rental income from sub-lease	7.74	7.48

C Following are the changes in the lease liabilities for the year ended March 31, 2025 and March 31, 2024:

Particulars	Machinery	Buildings	Total
Balance as at April 01, 2023	**54.10**	**805.90**	**860.00**
Additions	0.00	111.06	111.06
Finance cost accrued during the year	4.82	79.61	84.43
Deletions	-	35.65	35.65
Payment of lease liabilities	9.34	122.12	131.46
Balance as at March 31, 2024	**49.58**	**838.80**	**888.38**
Additions	0.00	148.01	148.01
Finance cost accrued during the year	4.38	81.87	86.25
Deletions	-	32.06	32.06
Payment of lease liabilities	9.34	136.14	145.48
Balance as at March 31, 2025	**44.62**	**900.48**	**945.10**

* Lease payments during the year have been disclosed under financing activities in the Statement of Cash flows.

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

35. Leases (Contd)

Bifurcation of lease liabilities

Particulars	As at March 31, 2025	For the year ended March 31, 2024 (Restated)
Non-current lease liabilities	886.41	833.23
Current lease liabilities	58.69	55.15

D The following is the cash outflow on leases during the year ended March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Payment of lease liabilities	145.48	131.46
Short-term lease expense	-	0.25
Total cash outflow on leases	**145.48**	**131.71**

E The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Less than 1 year	153.81	135.02
1 to 5 years	809.29	545.44
Over 5 years	605.45	750.16

The Company does not face a significant liquidity risk with regards to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when fall due.

F The following is the amount recognised in profit or loss during the year ended March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Interest expense on lease liabilities	86.25	84.43
Short-term lease expense	-	0.25
Rental income from sub-lease	(7.74)	(7.48)

36. Operating segment

The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of paragraph 3 of Ind AS 108 'Operating Segments', no disclosures related to segment are presented in these standalone financial statements.

37. Capital Commitments

Commitments

As at March 31, 2025 the Company has commitments of ₹0.88 relating to contracts remaining to be executed on capital account. (March 31, 2024: ₹6.02)

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

38. Details of dues of micro enterprises and small enterprises as defined under the MSMED Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filling the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 has been made in the standalone financial statements based on information received and available with the Company. Further in the view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Particulars	As at March 31, 2025	For the year ended March 31, 2024 (Restated)
The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	28.91	0.17
- Interest	-	-
The amount of interest paid by the buyer as per the MSMED Act, 2006	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the year for delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purposes of disallowances as a deductible expenditure under the MSMED Act, 2006	-	-

Note: This information is required to be disclosed under the MSMED Act and has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors.

39. Related party Disclosure

A Nature of relationship and names of related parties

(i) Subsidiaries

1. Optival Health Solutions Private Limited
2. NovaSud Pharmaceuticals Private Limited
3. Wynclark Pharmaceuticals Private Limited
4. Kalyani Meditimes Private Limited
5. Sai Sridhar Pharma Private Limited – Subsidiary of Nova Sud Pharmaceuticals Private Limited
6. Venkata Krishna Enterprises Private Limited – Subsidiary of Nova Sud Pharmaceuticals Private Limited
7. Deccan Medisales Private Limited – Subsidiary of Nova Sud Pharmaceuticals Private Limited
8. Shri Banashankari Pharma Private Limited – Subsidiary of Nova Sud Pharmaceuticals Private Limited
9. Sidson Pharma Distributors Private Limited – Subsidiary of Nova Sud Pharmaceuticals Private Limited
10. Clearancekart Private Limited
11. Medplus Insurance Brokers Private Limited

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

39. Related party Disclosure (Contd)

(ii) Key management personnel

1. G. Madhukar Reddy – Managing Director & CEO
2. C. Bhaskar Reddy – Executive Director
3. Sujit Kumar Mahato- Chief Financial Officer
4. Manoj Kumar Srivastava- Company Secretary

(iii) Directors

1. Murali Sivaraman - Independent Director
2. Madhavan Ganesan - Independent Director
3. Hiroo Mirchandani - Independent Director (upto July 04, 2024)
4. Aparna Surabhi - Independent Director (w.e.f July 01,2024)
5. Thyagarajan Muralidharan- Independent Director (w.e.f December 18, 2024)
6. Atul Gupta- Non executive Director (upto September 26, 2023)
7. Anish Kumar Saraf- Non Executive Director (upto september 19, 2024)

(iv) Entities over which shareholders, key management personnel exercise control or significant influence

1. Hinshitsu Manufacturing Private Limited
2. Agilemed Investments Private Limited
3. Lone furrow investment private limited

(v) Employee Benefit Plans

1. MedPlus Employees Group Gratuity Assurance Scheme

B Related party transactions during the year ended

(i) Subsidiaries	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
1. Optival Health Solutions Private Limited		
Rental income	7.62	7.38
Lease payments [including GST of ₹2.19 (March 31,2024 : GST of ₹2.13)]	21.05	16.31
Management services rendered	32.45	37.38
Management services received [including GST of ₹0.94(March 31,2024 : including GST of ₹0.89)]	10.64	9.95
Brand fee received	88.67	81.08
Sale of stock-in-trade (net of taxes)	5,910.86	3,766.58
Sale of goods	15.74	36.13
Purchase of Materials	-	1.07
Sale of intangible asset	-	-
Sale of property plant and equipment	3.10	0.56
Purchase of Property plant and equipment [including GST of ₹1.20 (March 31,2024 : GST of ₹1.28)]	8.24	9.52
Software subscription fees received	-	-
Collection comission expense paid	6.66	5.01
Collection comission received	0.03	0.02
Payment made on behalf of	1.41	0.28
Amount collected on behalf of the company	19.14	31.70
Investment made	-	-

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

39. Related party Disclosure (Contd)

(i) Subsidiaries	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
Deemed investment		
Corporate Guarantee income	-	-
Share-based payment expense (refer note 34)	56.59	124.60
2. Wynclark Pharmaceuticals Private Limited		
Management services rendered	0.09	0.28
Reimbursement of expenses	0.22	0.21
3. Venkata Krishna Enterprises Private Limited		
Share-based payment expense	0.49	0.82
4. Sidson Pharma Distributors Private Limited		
Share-based payment expense	0.10	0.17
5. NovaSud Pharmaceuticals Private Limited		
Reimbursement of expenses	-	0.02
(ii) Entities over which shareholders, key management personnel exercise control or significant influence		
1. Hinshitsu Manufacturing Private Limited		
Purchase of Property, plant and equipment (Moulds)	0.37	9.84
Purchase of goods	0.06	0.12
Sale of Property, plant and equipment (Moulds)	-	10.02
Other Repair and Maintenance received	2.68	1.95
Lease payments	2.97	2.70
2. Agilemed Investments Private Limited		
Rental income	-	0.03

(iii) Key Management Personnel	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
1. G. Madhukar Reddy		
a. Managerial remuneration		
- Short-term employee benefits	4.00	4.00
- Post employment benfits	0.37	0.20
b. Rent	0.08	0.08
2. C. Bhaskar Reddy		
a. Managerial remuneration		
- Short-term employee benefits	11.59	5.01
b. Share-based payment expense	-	
- Post employment benfits	0.36	0.20
3. Sujit Kumar Mahato		
a. Remuneration		
- Short-term employee benefits	14.01	13.71
- Post employment benefits	0.44	0.04
- Share based payments		
b. Share-based payment expense	6.03	7.22

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

39. Related party Disclosure (Contd)

(iii) Key Management Personnel	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
4. Manoj Kumar Srivastava		
a. Remuneration		
- Short-term employee benefits	4.84	5.01
- Post employment benefits	0.18	0.01
- Share based payments		
b. Share-based payment expense	1.62	0.47
57.Sitting fees paid to directors	4.25	5.80
(iv) Employee Benefit Plans		
1. MedPlus Employees Group Gratuity Assurance Scheme		
Employer contributions	6.57	6.03

c Balances outstanding receivable/(payable)*	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
(i) Subsidiaries		
1. Optival Health Solutions Private Limited		
Trade receivables	1,215.90	692.13
2. Wynclark Pharmaceuticals Private Limited		
Trade payables	(0.02)	(0.14)
3. Kalyani Meditimes Private Limited** (refer note 5)		
Loan receivable (fully provided)	17.82	17.82
Interest receivable (fully provided for)	0.56	0.56
(ii) Key management personnel		
1. G. Madhukar Reddy	1.58	1.65
2. C. Bhaskar Reddy	3.78	1.82
3. Sujit Kumar Mahato	1.00	0.63
4. Manoj Kumar Srivastava	0.38	0.60
(ii) Entities over which shareholders, key management personnel exercise control or significant influence		
1. Hinshitsu Manufacturing Private Limited	0.75	3.82
2. Agilemed Investments Private Limited	-	0.03
(iii) Employee Benefit Plans		
1. MedPlus Employees Group Gratuity Assurance Scheme		
a. Group gratuity plan asset	13.58	8.48

* Excluding equity shares of the Company, investments and deemed investments. (refer note 5 & 14)

** Accrued interest of ₹3.20 (March 31, 2024 : ₹2.96) are not included

Note:

1. All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances for trade receivable, trade payable and other payables are unsecured, interest free and settlement occurs in cash. The Company has recorded impairment of balances relating to amounts owed by related party during the year ended March 31, 2024, provision for bad and doubtful debts will be made on an aggregate basis

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

39. Related party Disclosure (Contd)

i.e. not specific to party. The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.

2. Managerial remuneration does not include post employment benefit which is determined for Company as whole

40. Financial instruments Fair Values

Refer note 2.2(o.)for accounting policy on Financial Instruments.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

Particulars	Carrying value	
	As at March 31, 2025	For the year ended March 31, 2024 (Restated)
Financial assets measured at amortised cost (excluding investments in subsidiaries) :		
a) Trade receivables	1,216.21	696.16
b) Cash and cash equivalents	113.00	137.20
c) Bank balances other than Cash and cash equivalents	457.22	494.25
d) Loans	-	-
d) Other financial assets (current & non current)	742.52	322.00
Total Financial assets	**2,528.95**	**1,649.61**
Financial liabilities		
Financial liabilities measured at amortised cost:		
a) Trade payables	451.65	179.69
b) Borrowings	-	-
b) Lease liabilities	945.10	888.38
c) Other financial liabilities	37.89	33.79
Total Financial Liabilities	**1,434.64**	**1,101.86**

Particulars	Fair value	
	As at March 31, 2025	For the year ended March 31, 2024 (Restated)
Financial assets measured at amortised cost (excluding investments in subsidiaries) :		
a) Trade receivables	1,216.21	696.16
b) Cash and cash equivalents	113.00	137.20
c) Bank balances other than Cash and cash equivalents	457.22	494.25
d) Other financial assets (current & non current)	742.52	322.00
Total Financial assets	**2,528.95**	**1,649.61**
Financial liabilities measured at amortised cost:		
a) Trade payables	451.65	179.69
b) Borrowings	-	-
b) Lease liabilities	945.10	888.38
c) Other financial liabilities	37.89	33.79
Total Financial Liabilities	**1,434.64**	**1,101.86**

Notes to Standalone **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

40. Financial instruments Fair Values (Contd)

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair value hierarchy

Refer note 2.2d for accounting policy on Fair value.

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets, other financial liabilities and lease liabilities subsequently measured at amortised cost is not significant in each of the years presented. For all other amortised cost instruments, carrying value represents the best estimate of fair value.

There are no transfers between levels 1 and 2 during the year.

41. Financial risk management

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and investments. The Company's principal financial assets include investments in subsidiaries, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors is responsible for overseeing the Company's risk assessment and management policies and processes.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the credit, interest rate, liquidity and other market changes. The Company's Financial instruments are not affected by market risk.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk, except for trade receivables.

Trade and other receivables

Generally the Company operates on Cash and Carry model, however sale to certain institutional customers are made on credit. Credit terms are generally 30 to 60 days. The customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the individual credit limits as defined in accordance with this assessment and outstanding customer receivables are regularly monitored. The Company' receivables turnover is quick and historically, there was no significant defaults on account of those customer in the past. Ind AS requires an entity to recognise in profit or loss,

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

41. Financial risk management (Contd)

the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109.

The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Since the trade receivables are from related parties, no credit risk is observed.

Exposure to credit risk:

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹1216.29,₹658.44 as of March 31, 2025 and March 31, 2024 respectively, being the total of the carrying amount of balances with trade receivables.

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Less than 180 days	More than 180 days	Total
As at March 31, 2025	1,216.21	0.08	1,216.29
As at March 31, 2024	658.89	37.36	696.25

The following table summarizes the movement in the allowances for impairment in respect of trade receivables :

Particulars	As at March 31, 2025	For the year ended March 31, 2024 (Restated)
Balance at the beginning of the year	0.09	0.82
Loss allowance recongised / (reversed) during the year	-	(0.73)
Balance at the end of the year	0.09	0.09

Other financial instruments including cash deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the period subject to approval of the authorised person. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

41. Financial risk management (Contd)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
March 31, 2025:					
Trade payables	-	451.65	-	-	451.65
Lease liabilities	-	153.81	809.29	605.45	1,568.55
Other financial liabilities	-	37.89	-	-	37.89
	-	**643.35**	**809.29**	**605.45**	**2,058.09**

Particulars	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
March 31, 2024:					
Trade payables	-	179.69	-	-	179.69
Lease liability	-	135.02	545.44	750.16	1,430.62
Other financial liabilities	-	33.79	-	-	33.79
	-	**348.50**	**545.44**	**750.16**	**1,644.10**

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

42. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure in consideration to the changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, borrowings including interest accrued on borrowings less cash and short-term deposits.

Particulars	As at March 31, 2025	For the year ended March 31, 2024 (Restated)
Total Borrowings net of cash and cash equivalents	-	-
Equity	239.39	239.07
Other Equity	12,164.08	11,637.44
Total Equity	**12,403.47**	**11,876.51**

Debt to equity ratio is zero, since the Company doesn't have borrowings as at March 31,2025 and March 31, 2024.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31,2025

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

43. Details of Corporate Social Responsibilities expenditure

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Restated)
(a) Gross amount required to be spent by the Company during the year	0.89	-
(b) Amount approved by the Board to be spent during the year	0.89	-
(c) Amount spent during the year (in cash)		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	0.89	-
(d) (Shortfall) / Excess at the end of the year	-	-
(e) Total of previous years shortfall	-	-
(f) Details of related party transactions	-	-
(g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year.	-	-
(h) Reason for shortfall:		
Nature of CSR activities: i) Education		

44. The Company does not have any has long term contracts or derivative contracts on which material foreseeable losses were noted.

45. During the earlier years the Company has granted loans and made investment in some of its subsidiaries. Loans and Investments has been given for general corporate and working capital purpose respectively. None of those borrowings have been utillised for further advancement of loans/investment for the year ended March 31, 2025 and March 31, 2024.

46. Other statutory information

(i) Based on the available information, the Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013

(ii) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(v) The Company have not advanced or loaned or invested funds other than disclosed in note 45 to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Comapany shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

46. Other statutory information (Contd)

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) On 28 February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. However, considering that there are numerous interpretative issues relating to retrospective application of this judgement, the Company has assessed the impact of the matter and concluded that there is no material impact on the financial statements. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject.

(viii) The Company is not declared as Wilful Defaulter by any Bank or Financial Institution or other lender.

(ix) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(x) The company is not part of any group (as per the provisions of Core Investment Companies (Reserve Bank) Directions, 2016 as amended).

47. Initial Public Offer and Utilization of Proceeds

The Company successfully completed its Initial Public Offering (IPO) during the financial year ended March 31, 2022, issuing 17,573,342 equity shares with a face value of ₹2 each. These shares were subsequently listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE). The IPO consisted of a Fresh Issue of 7,544,511 equity shares, raising ₹6,000.00 million, and an Offer for Sale of 10,028,831 equity shares by existing shareholders, amounting to ₹7,982.95 million. Initially, the estimated Offer expenses were projected at ₹536.83 million in the Prospectus. However, during the current financial year, the final actual expenses were determined to be ₹521.16 million, slightly lower than the original estimate. These expenses have been allocated proportionately between the Company and the selling shareholders, based on their respective offer sizes. The Company's share of the final expenses, amounting to ₹210.67 million, has been adjusted against the Securities Premium account in accordance with the provisions of the Companies Act, 2013. The net proceeds received from the IPO will be utilized for investment in a subsidiary to meet its working capital requirements and for general corporate purposes.

The utilization of IPO proceeds received by the holding Company (Net of IPO related expense) is summarized below:

Objects as per Prospectus	Planned utilisation as per Prospectus	Utilisation up to March 31, 2024	Unutilised amount as on March 31, 2025*
i) Investment in Subsidiary, Optival Health Solutions Private Limited towards their working capital requirements	4,671.70	4,671.70	-
ii) General Corporate Purposes	1,117.63	448.53	669.10
Total	**5,789.33**	**5,120.23**	**669.10**

*As of March 31, 2025, the unutilized IPO proceeds amounting to ₹669.10 million are held as follows:

- ₹662.50 million in fixed deposits with scheduled commercial banks
- ₹6.60 million in the Company's IPO Escrow Account

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

48 Merger of MHS Pharmaceuticals Private Limited with the Company

Pursuant to the approval of the Scheme of Merger between the MedPlus Health Services Limited (Company) (Transferee Company) and MHS Pharmaceuticals Private Limited (MHSPL or Transferor Company) (engaged in the business DIstribution of medicines and general items) and their respective shareholders (the Scheme) by National Company Law Tribunal (NCLT) at Hyderabad on 14th August, 2024, MHSPL has been merged with the Company with effect from April 01, 2023 ('the Appointed Date'). The NCLT order was filed with the Registrar of Companies on September 02, 2024.

Salient features of the Scheme are as follows:

Pursuant to the Scheme, the Merger has to accounted in accordance with the Appendix C of IND AS 103 Business Combination.

i With effect from the Appointed Date, all the assets and liabilities appearing in the books of accounts of the MHS Pharmaceuticals Private Limited has been recorded by the Company at their respective book values.

ii The balance of the retained earnings appearing in the financial statements of the MHS Pharmaceuticals Private Limited is aggregated with the corresponding balance appearing in the financial statements of the transferee.

iii The amount of any inter-company balances, amounts between the Transferor Company and the transferee Company, appearing in the books of the respective companies, has been eliminated.

iv The financial information in the financial statements in respect of prior periods has been restated as if the amalgamation had occurred from the beginning of the preceding period in the financial statements,irrespective of the actual date of the combination.

v The book value of assets and liabilities taken over as on the appointed date were transferred to the Company as mentioned below:

Particulars	April 01, 2023
ASSETS	
Non-current assets	
Property, plant and equipment	0.01
Right-of-use assets	16.07
Financial assets	
Other financial assets	2.38
Deferred tax assets (net)	2.60
Other tax assets	0.72
Other non-current assets	
	21.78
Current assets	
Trade receivables	45.93
Cash and cash equivalents	0.46
Other financial assets	0.09
BTA Consideration Receivable	175.99
Other current assets	0.62
	223.09
Total Assets - (A)	**244.87**

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

48 Merger of MHS Pharmaceuticals Private Limited with the Company (Contd)

Particulars	April 01, 2023
Liabilities	
Non-current liabilities	
Financial liabilities	
Lease liabilities	16.98
Provisions	0.24
	17.22
Current liabilities	
Financial liabilities	
Lease liabilities	7.45
Trade payables	
- Total outstanding dues of micro enterprises and small enterprises	
- Total outstanding dues of other than micro enterprises and small enterprises	0.15
Other financial liabilities	0.01
Other current liabilities	0.07
Provisions	0.07
	7.75
Total Liabilities - (B)	**24.97**
Net Assets (C=A+B)	**219.90**

The effect of the merger has been given in these financial statements as summarised below:

Statement of profit and loss for the year ended March 31, 2024

Particulars	For the year ended March 31, 2024 (reported earlier)	Impact of Merger	For the year ended March 31, 2024 (restated)
Total income	4,743.23	0.19	4,743.42
Total Expenses	4,672.82	1.20	4,674.02
Profit before tax (I-II)	70.41	(1.01)	69.40
Tax expense	(25.40)	0.40	(25.00)
Profit for the year (III-IV)	**95.81**	**(1.41)**	**94.40**
Earnings per equity share (EPES) (face value of ₹2/-each)			
(a) Basic (₹)	0.80	(0.01)	0.79
(b) Diluted (₹)	0.80	(0.01)	0.79

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

48 Merger of MHS Pharmaceuticals Private Limited with the Company (Contd)

Balance sheet as at March 31, 2024

Particulars	As at March 31, 2024 (reported earlier)	Impact of Merger	As at March 31, 2024 (Restated)
Non current assets	11,362.99	(68.15)	11,294.84
Current assets	1,759.29	45.74	1,805.03
Total Assets	**13,122.28**	**(22.41)**	**13,099.87**
Equity	239.07	-	239.07
Other Equity	11,487.23	150.21	11,637.44
Non-current liabilities	837.52	11.55	849.07
Current liabilities	558.46	(184.17)	374.29
Total Equity and Liabilities	**13,122.28**	**(22.41)**	**13,099.87**

Statement of cash flows for the year ended March 31, 2024

Particulars	For the year ended March 31, 2024 (reported earlier)	Impact of Merger	For the year ended March 31, 2024 (restated)
Profit before tax	70.41	(1.01)	69.40
Net cash generated from operating activities (A)	76.70	6.96	83.66
Net cash generated used in investing activities (B)	(244.26)	0.02	(244.24)
Net cash used in financing activities (C)	(59.46)	(0.26)	(59.72)
Net decrease in cash and cash equivalents (A+B+C)	(227.02)	6.72	(220.30)
Cash and cash equivalents at the beginning of the year	357.03	0.46	357.49
Cash and cash equivalents at the end of the year	130.01	7.19	137.20

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

49 Ratios as per the Schedule III requirements

a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Current assets	2,752.72	1,805.03
Current Liabilities	687.96	374.29
Ratio	4.00	4.82
% Change from previous year	**-17%**	

b) Debt Equity ratio = Total debt divided by Total shareholders equity where total debt refers to sum of current and non current borrowings	This ratio has not been computed as there are no borrowings on reporting dates

c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments	This ratio has not been computed as there are no borrowings on reporting dates

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by average Equity

Particulars	As at March 31, 2025	As at March 31, 2024
Net profit after tax	403.35	94.40
Average Equity	12,139.99	11,525.40
Ratio	0.03	0.01
% Change from previous year	**306%**	

Reason for change:

The ratio has increased from 0.01 in March 2024 to 0.03 in March 2025 mainly due to increase in net profit after tax, which is on account of increase in operations of the Company.

e) Inventory Turnover Ratio = Cost of materials consumed divided by average inventory

Particulars	As at March 31, 2025	As at March 31, 2024
Cost of materials consumed	616.18	445.23
Average inventory	144.76	97.95
Inventory Turnover Ratio	4.26	4.55
% Change from previous year	**-6%**	

Standalone Financial Statements (Contd.)

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

49 Ratios as per the Schedule III requirements (Contd)

f) Trade Receivables turnover ratio = Credit Sales divided by average trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Sales	7,130.97	4,670.30
Average trade receivables	956.28	536.59
Ratio	7.46	8.70
% Change from previous year	**-14%**	

g) Trade payables turnover ratio = Purchases divided by average trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Credit Purchases	5,509.15	3,583.09
Average trade payables	315.67	153.73
Ratio	17.45	23.31
% Change from previous year	**-25%**	

Reason for change:

The ratio has increased from 23.31 in March 2024 to 17.45 in March 2025 mainly due increase in the purchase of private label products.

h) Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital = current assets - current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue from operations	7,130.97	4,670.30
Net working capital (Current assets - Current liabilities)	2,064.76	1,430.74
Ratio	3.45	3.26
% Change from previous year	**6%**	

Reason for change:

The ratio has increased from 3.26 in March 2024 to 3.45 in March 2025 mainly due to increase in sales.

i) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at March 31, 2025	As at March 31, 2024
Net profit /(loss) after tax	403.35	94.40
Sales	7,130.97	4,670.30
Ratio	0.06	0.02
% Change from previous year	**-200%**	

Reason for change:

The ratio has decreased from 0.02 in March 2024 to 0.06 in March 2025 mainly due to increase in revenue from operations and net profit.

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

49 Ratios as per the Schedule III requirements (Contd)

j) Return on Capital employed = Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars	As at March 31, 2025	As at March 31, 2024
Profit after tax (A)	403.35	94.40
Finance Costs (B)	86.25	84.43
Tax expenses (C)	108.37	(25.00)
EBIT (D) = (A)+(B)+(C)	597.97	153.83
Total Equity (E)	12,403.47	11,876.51
Other Intangible assets (F)	17.57	25.77
Intangible assets under development (G)	-	-
Tangible Net worth (H)=(E)-(F)-(G)	12,385.90	11,850.74
Total Debt (I)	-	-
Deferred Tax asset (J)	35.97	35.79
Capital Employed (K)=(H)+(I)-(J)	12,349.93	11,814.95
Ratio (D)/(K)	0.05	0.01
% Change from previous year	**272%**	

The ratio has decreased from 0.01 in March 2024 to 0.05 in March 2025 mainly due to significatant increase in profit.

k) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Average Equity

Particulars	As at March 31, 2025	As at March 31, 2024
Net profit after tax	403.35	94.40
Average equity	12,139.99	11,525.40
Ratio (percentage)	3%	1%
% Change from previous year	**306%**	

Average equity means Average of Equity as on beginning and end of the year

Reason for change:

The ratio has increased from 0.01 in March 2024 to 0.03 in March 2025 mainly due to increase in net profit after tax, which is mainly on account of increase in operations of the Company.

Note: Explanations for movement in ratios have been given only where the movement is more than 25%.

50. The Company does not have any contingent liabilities as on March 31, 2025 and March 31, 2024.

As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer

Manoj Kumar Srivastava
Company Secretary

Date: May 27, 2025
Place: Hyderabad

Date: May 27, 2025
Place: Hyderabad

Independent Auditor's Report

To the Members of MedPlus Health Services Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of MedPlus Health Services Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Timing of Recognition of Revenue

See Note 26 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from the sale of goods is recognised when the control of the products being sold is transferred to the customer. A large portion of the Group's revenue comes from retail sales at leased outlets, involving high-volume, small transactions on a cash-and- carry basis, increasing the risk of improper revenue recognition during the year.	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • We assessed the appropriateness of the Group's accounting policies in respect of revenue recognition by comparing with applicable accounting standards.

The key audit matter	How the matter was addressed in our audit
Revenue is a key performance indicator for the Group. Accordingly, there could be pressure to meet the expectations of investors/other stakeholders for a reporting period. We have considered that there is a risk of fraud related to revenue being overstated by recognition in the wrong period or before the control has passed. In view of the above, we have identified revenue recognition as a key audit matter.	• We evaluated the design and implementation of key financial controls for revenue recognition and tested their operating effectiveness, including sales reconciliation to cash/ card/ online/ wallet receipts. • We tested the reconciliation of revenue generated through cash/ card/ online /wallets receipts and the amount deposited with banks. • We performed substantive audit procedures by statistically sampling revenue transactions recorded during the year and verifying the sales invoices. • We tested the periodic reconciliation of the retail sales recognised during the period with the statutory filings (goods and service tax returns). • On a sample basis, performed cash counts at selected stores and examined if the cash balances are in agreement with the books of account. • We examined journal entries impacting revenue recognition throughout the year, selecting them based on risk-based criteria to detect any irregularities or unusual transactions. • We carried out analytical procedures on revenue recognised during the year to identify unusual variances. • Verified through the bank statement that the cash balance at the outlet, including period-end cash sales, was subsequently deposited. • We assessed adequacy of disclosures in respect of revenue in the financial statements.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors'/Trustee's Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies/Trustee of the Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and Trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the Companies/Trustee of the Trust are responsible for assessing the ability of each Company and Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Trustee either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies/Trustee of the Trust are responsible for overseeing the financial reporting process of each Company and Trust.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's

report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements of ten subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹1,782.08 million as at 31 March 2025, total revenues (before consolidation adjustments) of ₹10,442.62 million and net cash flows (before consolidation adjustments) amounting to ₹2.82 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

Consolidated Financial Statements (Contd.)

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books, except for:

- the back-up of key Microsoft Excel Spreadsheets related to financial reporting process which form part of the 'books of account and other relevant books and papers in electronic mode' have not been maintained on the servers physically located in India on a daily basis for the period 1 April 2024 to 10 March 2025; and
- the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 1 April 2025 taken on record by the Board of Directorsof the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 41(B) to the consolidated financial statements.

b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.

c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2025.

d (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of its knowledge and belief, as disclosed in the Note 52(vi) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of its knowledge and belief, as disclosed in the Note 52(vii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Holding Company and its subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, except for the instances mentioned below, the Group has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

- The feature of recording audit trail (edit log) facility was not enabled for one root user at the database level to log any direct data changes in the Finance module of the accounting software used for maintaining the books of account relating to all general ledgers.
- The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of accounts relating to payroll for the period 1 April 2024 to 2 May 2024.

Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with. Additionally, except where audit trail (edit log) facility was not enabled in the previous year and payroll software referred in (b) above which was implemented in the current year, the audit trail has been preserved by the Group as per the statutory requirements for record retention.

C. In our opinion and according to the information and explanations given to us, the remuneration paid/ payable during the current year by the

Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act. The subsidiary companies incorporated in India have not paid any remuneration to its directors during the year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:25125710BMOXXH3452

Date: 27 May 2025
Place: Hyderabad

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of MedPlus Health Services Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiaries	Clause number of the CARO report which is unfavourable or qualified or adverse
1	MedPlus Health Services Limited	U85110TG2006PL C051845	Holding Company	Clauses (i)(c), (iii)(c),(iii)(d), (iii)(f) and (vii)(b)
2	Optival Health Solutions Private Limited	U85110TG2005PT C046821	Subsidiary Company	Clauses (iii)(d), (iii)(f),(vii)(b)
3	Kalyani Meditimes Private Limited	U74999TN2016PT C111701	Subsdiary Company	Clause (ix)(a), (xvii), (xix)
4	Deccan Medisales Private Limited	U51397KA2011PT C059204	Subsidiary Company	Clause (vii)(b)
5	Shri Banashankari Pharma Private Limited	U74900KA2014PT C074302	Subsidiary Company	Clause (xvii)
6	Sai Sridhar Pharma Private Limited	U24232TG2007PT C055902	Subsidiary Company	Clause (vii)(a)
7	ClearanceKart Private Limited	U52100TG2021PT C149432	Subsidiary Company	Clause (xvii), (xix)
8	Nova Sud Pharmaceuticals	U24232TG2007PT C055895	Subsidiary Company	Clause (xvii)

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:25125710BMOXXF9259

Date: 27 May 2025
Place: Hyderabad

Annexure B to the Independent Auditor's Report on the consolidated financial statements of MedPlus Health Services Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of MedPlus Health Services Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter(s)

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to ten subsidiary companies, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:25125710BMOXXH3452

Date: 27 May 2025
Place: Hyderabad

Consolidated Financial Statements (Contd.)

Consolidated Balance Sheet as at March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	2,906.71	3,185.71
Capital work-in-progress	5	131.76	54.69
Goodwill	6	414.51	414.51
Other intangible assets	6	63.46	44.67
Intangible assets under development	6.a	30.98	56.12
Right-of-use assets	7	9,579.05	8,773.39
Financial assets			
Loans	8	-	-
Trade receivables	13	-	-
Other financial assets	9	920.80	827.21
Deferred tax assets (net)	36	998.28	849.94
Other tax assets (net)	10	101.50	129.87
Other non-current assets	11	18.74	36.38
		15,165.79	**14,372.49**
Current Assets			
Inventories	12	13,450.99	13,402.34
Financial assets			
Trade receivables	13	132.71	175.04
Cash and cash equivalents	14	860.52	912.09
Bank balances other than cash and cash equivalents	15	2,811.66	504.73
Other financial assets	9	814.10	325.55
Current tax assets (net)	10	0.43	0.46
Other current assets	11	364.75	355.31
		18,435.16	**15,675.52**
Total Assets		**33,600.95**	**30,048.01**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	239.39	239.07
Other equity	17	17,166.22	15,540.25
Total equity attributable to the owners of the Company		**17,405.61**	**15,779.32**
Non-controlling interest		**(6.62)**	**(5.73)**
Total Equity		**17,398.99**	**15,773.59**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	20	10,080.14	8,680.83
Other financial liabilities	19	4.58	9.35
Provisions	21	351.30	324.89
		10,436.02	**9,015.07**
Current Liabilities			
Financial liabilities			
Borrowings	18	-	-
Lease liabilities	20	1,117.88	1,414.86
Trade payables	22		
- total outstanding dues of micro enterprises and small enterprises; and		163.92	77.87
- total outstanding dues of creditors other than micro enterprises and small enterprises		2,825.67	2,452.48
Other financial liabilities	19	833.87	705.42
Other current liabilities	23	200.09	140.13
Provisions	21	360.97	306.73
Contract liabilities	24	260.56	157.72
Current tax liabilities (net)	25	2.98	4.14
		5,765.94	**5,259.35**
Total Liabilities		**16,201.96**	**14,274.42**
Total Equity and Liabilities		**33,600.95**	**30,048.01**
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the consolidated financial statements.
As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer

Manoj Kumar Srivastava
Company Secretary

Date: May 27, 2025
Place: Hyderabad

Date: May 27, 2025
Place: Hyderabad

Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Income			
Revenue from operations	26	61,360.53	56,248.55
Other income	27	486.16	400.08
Total income (I)		**61,846.69**	**56,648.63**
Expenses			
Purchases of stock-in-trade		45,724.81	45,378.53
Cost of materials consumed	28	617.19	445.30
Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	64.61	(1,907.55)
Employee benefits expense	30	7,260.17	6,255.19
Finance costs	32	1,025.86	964.33
Depreciation and amortisation expense	31	2,498.43	2,242.14
Other expenses	33	2,822.73	2,536.26
Total expenses (II)		**60,013.80**	**55,914.20**
Profit before tax (III) = (I)-(II)		**1,832.89**	**734.43**
Tax expenses	36		
- Current tax (IV)		479.49	271.03
- Deferred tax benefit (V)		(148.93)	(192.37)
Total tax expenses (VI) = (IV)+(V)		330.56	78.66
Profit for the year (VII) = (III)-(VI)		**1,502.33**	**655.77**
Other Comprehensive Income (OCI)			
Items that will not to be reclassified to profit or loss:			
Re-measurement gain on employee defined benefit plans (VIII)	38	2.02	0.02
Income tax effect on the above (IX)	36	(0.56)	(0.57)
Other comprehensive (loss)/ income for the year (X) = (VIII)+(IX)		**1.46**	**(0.55)**
Total comprehensive income for the year (XI) = (VII)+(X)		**1,503.79**	**655.22**
Profit for the year attributable to:			
Equity Holders of the Parent Company		1,503.22	654.73
Non-controlling interest		(0.89)	1.04
		1,502.33	**655.77**
Total comprehensive income attributable to:			
Equity Holders of the Parent Company		1,504.68	654.18
Non-controlling interest		(0.89)	1.04
		1,503.79	**655.22**
Earnings per equity share (EPES) (In absolute ₹ terms)	35		
Basic		12.57	5.48
Diluted		12.52	5.45
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the consolidated financial statements.
As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer

Manoj Kumar Srivastava
Company Secretary

Date: May 27, 2025
Place: Hyderabad

Date: May 27, 2025
Place: Hyderabad

Consolidated Financial Statements (Contd.)

Consolidated Statement of Cash Flows for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities		
Profit before tax	1,832.89	734.43
Adjustments for:		
Depreciation of property, plant and equipment	736.28	661.89
Amortisation of intangible assets	34.97	18.29
Depreciation of right-of-use assets	1,727.18	1,561.96
Provision for gratuity and leave benefits	243.49	193.71
Loss allowance on doubtful debts, deposits and advances	18.30	14.27
Finance costs	0.59	0.65
Interest on lease liabilities	1,025.27	963.68
Loss on sale/ discard of property, plant and equipment	8.47	4.53
Advances/debts written off	4.11	2.16
Interest income	(259.91)	(209.38)
Profit on sale of current investment	-	0.19
Employees stock option compensation expenses	68.69	141.04
Gain on de-recognition of right-of-use assets	(66.67)	(45.22)
Liabilities no longer required written back	(3.21)	(1.59)
Operating profit before working capital changes	**5,370.45**	**4,040.61**
Change in assets and liabilities		
Increase in inventories	(48.65)	(1,961.47)
Increase in non-current financial assets	(131.22)	(166.68)
Decrease / (Increase) in current financial assets	41.21	(108.46)
(Increase) / Decrease in other assets	1.34	(42.72)
Increase in financial liabilities	621.43	9.16
Increase in other current liabilities	162.80	59.33
Decrease in provisions	(160.82)	(100.17)
Cash generated from operations	**5,856.54**	**1,729.60**
Income tax paid, net	(452.25)	(292.23)
Net cash generated from operating activities (A)	**5,404.29**	**1,437.37**
Cash flow from investing activities		
Purchase of property, plant and equipment and intangibles including capital work-in-progress and capital advances	(594.50)	(843.99)
Proceeds from sale of property, plant and equipment	10.48	15.56
Proceeds from maturity of bank deposits	3,596.22	960.84
Investment in bank deposits	(6,328.65)	(1,096.44)
Interest received	140.37	136.04
Net cash used in investing activities (B)	**(3,176.08)**	**(827.99)**

Consolidated **Statement of Cash Flows (Contd.)** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

		For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from financing activities			
Proceeds from exercise of stock options		46.32	72.31
Interest payment on lease liabilities		(1,025.27)	(963.68)
Principal payment of lease liabilities		(1,300.24)	(1,089.02)
Interest paid		(0.59)	(0.65)
Net cash used in financing activities (C)		**(2,279.78)**	**(1,981.04)**
Net decrease in cash and cash equivalents (A+B+C)		**(51.57)**	**(1,371.66)**
Cash and cash equivalents at the beginning of the year		912.09	2,283.75
Cash and cash equivalents at the end of the year		**860.52**	**912.09**
Components of cash and cash equivalents			
Cash on hand		111.38	119.59
Bank deposits with original maturity of less than three months		440.79	426.23
Balances in wallets		134.95	127.20
Balance with banks in current accounts		173.40	239.07
Cash and cash equivalents for Cash flow statement		**860.52**	**912.09**
Summary of material accounting policies	2.2		

Notes:

a. Movement disclosure under Ind AS 7 with respect to borrowings are not applicable as the Group does not have any long term borrowings.

b. Refer note 40 for change in lease liabilities arising from financing activities
The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

The accompanying notes are an integral part of the consolidated financial statements.
As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer

Manoj Kumar Srivastava
Company Secretary

Date: May 27, 2025
Place: Hyderabad

Date: May 27, 2025
Place: Hyderabad

Consolidated Statement of Changes in equity for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

A. Equity Share Capital:

Balance as at April 1, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2024	Changes in equity share capital during the year*	Balance as at March 31, 2025
239.07	-	239.07	0.31	239.39

Balance as at April 1, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year*	Balance as at March 31, 2024
238.61	-	238.61	0.46	239.07

* Refer note 16.

B. Other equity

Particulars	Other Components of equity					Total other equity	Attributable to Non controlling Interest	Total
	Reserves and surplus							
	Securities premium	Share based payments reserve	General reserve	Capital reserve	Retained earnings			
As at April 1, 2024	**12,086.52**	**303.62**	**356.28**	**0.92**	**2,792.91**	**15,540.25**	**(5.73)**	**15,534.52**
Employee stock option compensation expenses for the year	-	68.69	-	-	-	68.69	-	68.69
Transfer on account of exercise of share options	107.20	(107.20)	-	-	-	-	-	-
Proceeds from equity shares under ESOP's	46.00	-	-	-	-	46.00	-	46.00
Less: Share issue expenses	6.60	-	-	-	-	6.60	-	6.60
Stock option lapsed	-	(2.09)	2.09	-	-	-	-	-
Profit for the year	-	-	-	-	1,503.22	1,503.22	(0.89)	1,502.33
Actuarial loss on post-employment benefit obligations, net of tax benefit	-	-	-	-	1.46	1.46	-	1.46
As at March 31, 2025	**12,246.32**	**263.02**	**358.37**	**0.92**	**4,297.59**	**17,166.22**	**(6.62)**	**17,159.60**

Consolidated **Statement of Changes in equity (Contd.)** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	Other Components of equity					Total other equity	Attributable to Non controlling Interest	Total
	Reserves and surplus							
	Securities premium	Share based payments reserve	General reserve	Capital reserve	Retained earnings			
As at April 1, 2023	**11,874.14**	**304.35**	**355.03**	**0.92**	**2,138.73**	**14,673.17**	**(6.77)**	**14,666.40**
Employee stock option compensation expenses for the year	-	141.05	-	-	-	141.05	-	141.05
Transfer on account of exercise of share options	140.53	(140.53)	-	-	-	-	-	-
Proceeds from issue of equity shares under ESOP	71.85	-	-	-	-	71.85	-	71.85
Stock option lapsed	-	(1.25)	1.25	-	-	-	-	-
Acquisition of minority interest of subsidiary during the year	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	654.73	654.73	1.04	655.77
Actuarial gain on post-employment benefit obligations, net of tax benefit	-	-	-	-	(0.55)	(0.55)	-	(0.55)
As at March 31, 2024	**12,086.52**	**303.62**	**356.28**	**0.92**	**2,792.91**	**15,540.25**	**(5.73)**	**15,534.52**

As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer
Date: May 27, 2025
Place: Hyderabad

Manoj Kumar Srivastava
Company Secretary
Date: May 27, 2025
Place: Hyderabad

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

1. Corporate information

MedPlus Health Services Limited (the 'Parent Company' or the 'Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Parent Company is located at H.No:11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road,(Moosapet), Kukatpally, Hyderabad. The Parent Company together with its subsidiaries (collectively termed as "the Group") are primarily engaged in retail trading of medicines and general items, wholesale cash and carry and diagnostic services, pathological services and laboratory testing services, wholesale trading and manufacturing of pharmaceutical products, fast-moving consumer goods and beauty products. The Company was duly converted from MedPlus Health Services Private Limited to MedPlus Health Services Limited w.e.f. 28 June 2021 and accordingly the corporate identification number (CIN) was changed from U85110TG2006PTC051845 to L85110TG2006PLC051845.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 27, 2025.

2. Material accounting policies

2.1

a. Basis of preparation of consolidated financial statements

The Consolidated financial statements of the Group have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The consolidated Ind AS financial statements have been prepared on a historical cost basis:

(i) certain financial assets and financial liabilities that are measured at amortised cost depending on the classification at the end of each reporting period,

(ii) employee defined benefit assets/(liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation as stated in the accounting policies set out below.

(iii) Share-Based payments are measured at fair value

b. Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees ("INR"), which is also the functional currency of the Group, and all values are rounded to the nearest millions (₹000,000), unless otherwise indicated. The amount reflected as "0.00" in financials are valued with less than ten thousand.

S.No	Name of the subsidiary company	Country of incorporation	Percentage of Ownership as at March 31, 2025	Percentage of Ownership as at March 31, 2024
1	Optival Health Solutions Private Limited ('OHSPL')	India	99.99%	99.99%
2	Wynclark Pharmaceuticals Private Limited (formerly known as Medsupply Distributors Private Limited) ('WPPL')	India	100%	100%
3	Nova Sud Pharmaceuticals Private Limited (formerly known as PanIndia Pharma Distributors Private Limited) ('NPPL')	India	100%	100%
4	Sai Sridhar Pharma Private Limited ('SSPPL')	India	100%	100%
5	Venkata Krishna Enterprises Private Limited ('VKEPL')	India	100%	100%
6	Deccan Medisales Private Limited ('DMPL')	India	100%	100%
7	Shri Banashankari Pharma Private Limited ('SBPPL')	India	100%	100%
8	Sidson Pharma Distributors Private Limited ('SPDPL')	India	100%	100%

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

S.No	Name of the subsidiary company	Country of incorporation	Percentage of Ownership as at March 31, 2025	Percentage of Ownership as at March 31, 2024
9	Kalyani Meditimes Private Limited ('KMT')	India	89.11%	89.11
10	ClearanceKart Private Limited (CKPL)	India	100%	100%
11	Medplus Insurance Brokers Private Limited ('MIBPL')	India	100%	100%

c. Non-controlling interests (NCI)

NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

d. Loss of control

When the group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

2.2. Summary of Material accounting policies

a. Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

b. Basis of consolidation

Subsidiaries are all entities (including special purpose entities) that are controlled by the Group. Control exists when the Company is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases. For the purpose of preparing these consolidated financial statements, the accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Company.

The group combines the financial statements of the parent company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised losses are also eliminated unless the transaction provides evidence of an impairment of transferred asset. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

c. Material accounting estimates and assumptions

The preparation of these consolidated financial statements is in conformity with the recognition and measurement principles of Ind AS which requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the consolidated financial statements.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of those estimates. Changes in estimates are reflected in the consolidated financial statements in the year in which changes are made, if material, their effects are disclosed in the notes to the consolidated financial statements.

Notes to Consolidated Financial Statements for the year ended March 31, 2025

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Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is:

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease, if the Group is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate the lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Assumptions and estimation uncertainties

Information about significant areas of assumptions, estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements are:

Impairment of trade receivables

The Group has measured the lifetime expected credit loss by using practical expedients. It has accordingly used a provision matrix derived by using a flow rate model to measure the expected credit losses for trade receivables. Further, need for incremental provisions have been evaluated on a case to case basis where forward looking information on the financial health of a customer is available and in cases where there is an ongoing litigation/dispute.

Useful lives of property, plant and equipment and intangible assets

The Group reviews the useful life of property, plant and equipment and intangible at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent there is reasonable certainty of future taxable income which will be available against the deductible temporary differences, unused tax losses and depreciation carry-forwards.

Defined benefit plans

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

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The Group uses significant judgements to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Inventories

The Group estimates the net realisable value (NRV) of its inventories by taking into account their estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence by applying certain percentages over different age category of such inventories, expected loss rate considering the past trend and future outlook. Inventories are written down to NRV where such NRV is lower than their cost.

d. Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to chief operating decision maker (CODM).The Managing Director is the Group CODM within the meaning of Ind AS 108.

e. Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

f. Fair Value Measurement

In determining the fair value of its financial instruments, the Group uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

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Notes to Consolidated Financial Statements for the year ended March 31, 2025

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All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable."

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgements is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk volatility and discount rates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

g. Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the group as part of the contract. However Goods and Service Tax (GST) is not received by the group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of general and pharmaceutical items

Revenue from sale of goods is recognized when it transfers the control of goods to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the transaction price received or receivable, net of returns and allowances, trade discounts and volume rebates. No element of financing is deemed present as the sales are made primarily on cash and carry basis.

The Group accounts for sales returns accrual by recording refund liability concurrent with the recognition of revenue at the time of a product sale. This liability is based on the Group's estimate of expected sales returns. Accordingly, the estimate of sales returns is determined primarily by the Group's historical experience of sales returns.

At the time of recognising the refund liability, the Group also recognises an asset, (i.e., the right to the returned goods) which is included in inventory for the products expected to be returned. The Group initially measures this asset at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. Along with re-measuring the refund liability at the end of each reporting period, the Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Customer Loyalty Programme

Group operates a Flexi Rewards scheme (Customer loyalty programme), which allows customers to accumulate points when they purchase products in the Group's retail stores. These points can be redeemed for purchase of value plus items.

The consideration received or receivable in respect of the initial sale is allocated between the award credits and the other components of

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the sale. The amount allocated to award credits is deferred and is recognised as revenue when the award credits are redeemed and the Group has fulfilled its obligations to supply the discounted products under the terms of the programme or when it is no longer probable that the award credits will be redeemed.

Display and other business support service income

Revenue for display of advertisement and other business support income is accounted on accrual basis in accordance with the terms of the relevant contracts. Invoices are as issued according to contractual terms and are usually payable with in 30 days.

Sales returns

Sale of Services

Revenue from diagnostics services is recognized on amount billed net of discounts/ concessions if any. No element of financing is deemed present as the sales are made primarily on cash and carry basis. The Group recognises revenue when the underlying tests are conducted, samples are processed for requisitioned diagnostic tests. Each diagnostic service is generally a separate performance obligation and therefore revenue is recognised at a point in time when the tests are conducted, samples are processed. For multiple tests, the Group measures the revenue in respect of each performance obligation at its relative stand alone selling price and the transaction price is allocated accordingly. The price that is regularly charged for a test separately registered is considered to be the best evidence of its stand alone selling price.

The amount collected on sale of discount coupon is recognised as liability and transferred to revenue when redeemed against diagnostic services as per the terms of the contract or when expired.

Revenue contracts are on principal to principal basis and the Group is primarily responsible for fulfilling the performance obligation. A contract liability is the obligation to transfer services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs its obligation under the contract.

h. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the income tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except, when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a

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business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised."

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

i. Property, Plant and Equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Cost includes purchase price, non-recoverable taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use."

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Land is carried at historical cost less any accumulated impairment losses.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant

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to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss when the asset is derecognised.

The cost of property, plant and equipment at April 01, 2016, the group's date of transition to Ind AS, was determined with reference to its carrying value recognised as per previous GAAP (deemed cost), as at the date of transition to Ind AS.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably

Depreciation

Depreciation on property, plant and equipment other than leasehold improvements is calculated on a straight-line basis using the following rates arrived at based on the useful lives estimated by the management which coincide with the lives prescribed under the schedule II to the Companies Act, 2013, except for depreciation on Leasehold Improvements:

Asset class	Useful lives estimated by the management (years)	Estimated useful as per schedule II
Buildings	30-60	30-60
Furniture and fixtures - Plastic Boxes	2	2
Furniture and fixtures - Others	10	10
Vehicles	8-10	8-10
Data Processing Equipment	3-6	3-6
Plant and equipment	5-10	5-10

Depreciation on leasehold improvements is provided over the lease term or 5 years, whichever is shorter, which is higher than the rates prescribed under schedule II to the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

j. Intangible assets

Intangibles

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The intangible assets as at April 01, 2016, the group's date of transition to Ind AS, was determined with reference to its carrying value recognised as per previous GAAP (deemed cost), as at the date of transition to Ind AS.

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Amortisation

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets of the Group represents having finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on these intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangible assets consist of rights under licensing agreement and software licences which are amortised over licence period which equates the economic useful life ranging between 2-5 years on a straight-line basis over the period of its economic useful life.

Intangible assets under development

Intangible assets under development are internally developed softwares for projects for use in day-to-day book keeping activities of the group in the future periods.

k. Leases

Group as lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate standalone price of the non-lease components. The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option

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that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early."

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense in profit or loss on a straight-line basis over the lease terms."

Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 to allocate the consideration in the contract.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

The accounting policies applicable to the Group as a lessor in the comparative period were not different from Ind AS 116."

I. Inventories

Inventories comprise of stock-in-trade and stores and consumables and are valued at lower of cost or net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business reduced by the estimated costs to affect the sales. Stores and spares which do not meet the definition of property, plant and equipment are accounted for as inventory. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods. The comparison of cost and NRV is made on item-by-item basis.

The factors that the Group considers in determining the valuation of inventory includes shelf life and ageing of Inventory. The Group considers these factors and adjusts valuation to reflect actual value of inventory.

Raw materials and consumables held for use in the production of finished goods are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished goods will exceed their net realisable value.

Impairment losses, including impairment on inventories, are recognised in the consolidated statement of profit and loss.

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m. Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that non-financial asset (other than inventories, contract assets and deferred tax assets) may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, including impairment on inventories, are recognised in the consolidated statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

n. Provisions and contingent liabilities

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain".

The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

o. Retirement and other employee benefits

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises the contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

If the contribution payable to the scheme for

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service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset.

Defined benefit plans

The Group operates a defined benefit plan for its employees, viz., gratuity. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end using the projected unit credit method consistent with the advice of qualified actuaries.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and

- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

- Net interest expense or income"

Other Short term employee benefits

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

p. Employee share based payments

Employees (including senior executives) of the Group receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense."

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Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

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Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share, unless its anti-dilutive to Group's earnings in nature.

Shares allotted to Trust

The Company has created an Employees benefit trust (Trust) for implementation of the schemes that are notified or may be notified from time to time by the Company under the plan, providing share based payment to its employees.

The company allocated shares to Trust at the time of formation of trust. The Group treats trust as its extension and these equity instruments are recognised at cost and deducted from equity.

q. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

"For purposes of subsequent measurement, financial assets are classified in four categories:

i) Debt instruments at amortised cost

ii) Debt instruments at fair value through other comprehensive income (FVTOCI)

iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)"

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely

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payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- the rights to receive Cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables, contract assets and bank balance

b) Financial assets that are debt instruments and are measured as at FVTOCI

In case of trade receivables and contract assets, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

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- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral Held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'. The balance sheet presentation for various financial instruments are Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Financial liabilities

Financial liability and Equity

The debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Initial recognition and measurement

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to the statement of profit and loss.However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

such liability are recognised in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

r. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management

s. Earnings per equity share

Basic earnings per equity share is calculated by dividing the net profit or loss attributable to equity holder of Parent Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. Equity shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per equity share from the date the contract is entered into.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per equity share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

t. Government Grants

Government grants, related to assets, are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Group recognises the related costs for which the grants are intended to compensate.

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

u. Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

Cash generating units to which goodwill is allocated are tested for impairment annually at each balance sheet date, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to that unit and then to the other assets of the unit pro rata on the basis of carrying amount of each asset in the unit. Goodwill impairment loss recognised is not reversed in subsequent period.

v. Interest income

Interest income from financial instruments measured either at amortised cost or at fair value through other comprehensive income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the consolidated statement of profit and loss.

w. Rental Income

Rental income arising from operating leases on building is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature.

x. Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows

y. Share issue expenses

The share issue expenses incurred by the Group on account of new shares issued are netted off from securities premium account . The share issue expenses incurred by the Company on behalf of selling shareholders are considered to be recoverable from selling shareholders and are classified as share issue expenses recoverable under other current financials assets.

z. Opearting Segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments operating results are reviewed regularly by the Chief Executive Officer(CEO) of the holding company to make decisions about resources to be allocated to the segments and assess their performance.

The group has the following two strategic divisions, which are its reportable segments. These divisions offer different products and services and are managed separately because they require different technology and marketing strategies.

The following summary describes the operations in each of the Group's reportable segments.

Reportable segments	Operations
1. Retail	Sale of pharmaceuticals and general items
2. Diagnostics	Pathology and radiology services
3. Others	Insurance broking business

aa. Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

ab. Material accounting policy information

The Company adopted Disclosure of Accounting policies (Amendments to Ind AS 1) from 1st April 2023. Although the amendments did not result in any changes in the accounting policies

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themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. the amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity specific accounting policy information that users need to understand other information in the financial statements.

3. Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting standards) Rules as issued from time to time. During the year ended 31 March 2025 months ended, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

MCA on May 7, 2025, vide the Companies (Indian Accounting standards) Amendment Rules, 2025 issued amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates in relation to lack of exchangeability of foreign currency which are applicable from 1 April 2025. The Company has reviewed the amendments and based on its evaluation has determined that these amendments will not have any significant impact in its financial statement

Notes to Consolidated Financial Statements for the year ended March 31, 2025

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4. Property, plant and equipment

Particulars	Land	Building	Plant and equipment	Data processing equipment	Furniture and fixtures	Vehicles	Lease hold improvements	Total
Gross carrying amount								
As at April 01, 2023	151.07	1.64	1,462.33	587.07	1,012.08	66.89	1,157.34	4,438.42
Additions	-	21.91	327.46	129.47	230.58	2.17	262.66	974.25
Disposals	-	-	(27.85)	(37.79)	(5.67)	(0.87)	(16.23)	(88.41)
As at March 31, 2024	**151.07**	**23.55**	**1,761.94**	**678.75**	**1,236.99**	**68.19**	**1,403.77**	**5,324.26**
Additions	-	-	141.73	79.82	117.98	3.73	136.00	479.26
Disposals	-	-	(59.17)	(188.89)	(5.09)	(3.86)	(24.53)	(281.54)
As at March 31, 2025	**151.07**	**23.55**	**1,844.50**	**569.68**	**1,349.88**	**68.06**	**1,515.24**	**5,521.98**
Accumulated Depreciation								
As at April 01, 2023	-	0.45	423.98	343.88	225.95	25.50	535.20	1,555.07
Charge for the year	-	0.03	193.21	132.47	138.13	6.92	191.13	661.89
Disposals	-	-	(26.65)	(37.81)	(1.64)	(0.56)	(11.75)	(78.41)
As at March 31, 2024	**-**	**0.48**	**590.54**	**438.54**	**362.44**	**31.86**	**714.58**	**2,138.55**
Charge for the year	-	0.03	221.63	142.88	145.78	6.92	222.07	739.31
Disposals	-	-	(55.52)	(188.55)	(1.56)	(2.97)	(13.99)	(262.59)
As at March 31, 2025	**-**	**0.51**	**756.65**	**392.87**	**506.66**	**35.81**	**922.66**	**2,615.27**
Net carrying amount								
As at March 31, 2024	**151.07**	**23.07**	**1,171.40**	**240.21**	**874.55**	**36.33**	**689.19**	**3,185.71**
As at March 31, 2025	**151.07**	**23.04**	**1,087.85**	**176.81**	**843.22**	**32.25**	**592.58**	**2,906.71**

Notes

1) For details of contractual commitment with respect to property, plant and equipment refer note no.41(A).

2) For Details of purchase and sale of property plant and equipment from related parties refer note no:43(B)

3) The Company has not revalued any property plant and equipment after initial recognition during the year ended March 31, 2025 and March 31, 2024

Title deeds of immovable properties not held in name of the Group:

Particulars	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since	Reason for not held in the name of company
Property, plant and equipment	Land	5.51	NATCO Pharma Limited	No	December 21, 2020	refer note 1 below

Note 1: Property has been transferred vide agreement of sale deed dated December 21, 2020. However, the Group is in the process of completing the registration.

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5. Capital work-in-progress

Particulars	As at March 31, 2025	As at March 31, 2024
Gross carrying amount		
Opening Balances	**54.69**	**239.09**
Additions during the year	158.94	658.90
Capitalised during the year*	(81.87)	(843.30)
Closing Balance	**131.76**	**54.69**

CWIP Aging Schedule

As at March 31, 2025

Particulars	Amount in capital-work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	115.06	15.40	1.22	0.08	131.76
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2024

Particulars	Amount in capital-work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	53.20	1.25	0.08	0.16	54.69
Projects temporarily suspended	-	-	-	-	-

*Includes ₹49.95 (March 31, 2024: ₹68.31) of employee cost and ₹8.06 (March 31, 2024: ₹11.83) of Depreciation and amortisation expense (refer note 31)

Note: The Group does not have any capital work-in-progress which is overdue or has exceeded Its cost compared to its original plan as at March 31, 2025 and March 31, 2024 , hence capital work-inprogress completion schedule is not applicable.

6 Goodwill & Other Intangible Assets

Particulars	Software	Goodwill on consolidation
Gross carrying amount		
As at April 1, 2023	**124.91**	**414.51**
Additions	-	-
Disposals	-	-
As at March 31, 2024	**124.91**	**414.51**
Additions	60.00	-
Disposals	-	-
As at March 31, 2025	**184.91**	**414.51**
Accumulated Amortisation		
As at April 1, 2023	**65.15**	**-**
Charge for the year	18.29	-
Disposals	(3.20)	-
As at March 31, 2024	**80.24**	**-**
Charge for the year	41.21	-
Disposals	-	-
As at March 31, 2025	**121.45**	**-**
Net carrying amount		
As at March 31, 2024	**44.67**	**414.51**
As at March 31, 2025	**63.46**	**414.51**

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Notes to Consolidated Financial Statements for the year ended March 31, 2025

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Impairment testing for cash generating unit (CGU) containing goodwill -

The Group has identified each entity as a separate CGU, breakup of entity wise goodwill is mentioned below -

Company's Name	As at March 31, 2025	As at March 31, 2024
Optival Health Solutions Private Limited	387.85	387.85
Venkata Krishna Enterprises Private Limited	0.71	0.71
Deccan Medisales Private Limited	3.07	3.07
Shri Banashankari Pharma Private Limited	1.26	1.26
Sidson Pharma Distributors Private Limited	20.55	20.55
Kalyani Meditimes Private Limited	1.07	1.07
Total	**414.51**	**414.51**

The Group has determined that goodwill on account of acquisition of subsidiaries has indefinite useful life. The recoverable amount has been determined based on a value in use model. Value-in-use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value. Key assumptions upon which the Group has based its determinations of value-in-use include:

a. Estimated cash flows for five years, based on management's projections

b. A terminal value arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant long-term growth rate of 5% (previous years: 5%). This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.

c. The after tax discount rates used are based on the Company's weighted average cost of capital.

d. The discount rates used for discounting free cash flows and terminal value is 15.00% (previous years: 12.00%) (post-tax discount rate).

e. Annual growth rate considered for 5 years (average) is 25.00% (previous years: 25%)

Weighted Average Cost of Capital % (WACC) = Risk free return + (Market premium x Beta for the company). The Group believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amounts. Accordingly, no impairment charges were recognised during the year ended March 31, 2025 and March 31, 2024.

6.a Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Gross Carrying amount		
Opening balance	**56.12**	**15.62**
Additions during the year	31.28	40.50
Capitalised during the year*	(56.42)	-
Closing balance	30.98	56.12

Note:

The Group does not have any Intangible assets under development which is overdue or has exceeded its cost compared to its original plan as at March 31, 2025 and March 31, 2024, hence Intangible assets under development completion schedule is not applicable.

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Intangible assets under development ageing schedule

As at March 31, 2025

Particulars	Amount in capital-work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	27.52	-	3.46	-	30.98
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2024

Particulars	Amount in capital-work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	40.50	15.62	-	-	56.12
Projects temporarily suspended	-	-	-	-	-

*Includes ₹31.28 (March 31, 2024: ₹40.50) of employee cost capitalised during the year (refer note 30)

The Company has not revalued any intangible assets after initial recognition during the year ended March 31, 2025 and March 31, 2024.

7. Right-of-use assets

Particulars	As at March 31, 2025	As at March 31, 2024
Right-of-use assets (refer note :40B)	9,579.05	8,773.39
	9,579.05	**8,773.39**

8. Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current, unsecured, considered doubtful		
Loans receivables- credit impaired		
Loans to others (refer note below)	26.00	26.00
Less: Loss allowance	(26.00)	(26.00)
	-	-

Note:

The loan is due for repayment from the party but not yet repaid. The Group has filed legal proceedings against the party and hence provision has been made by the Group.

There are no loans given to directors or other officers of the Group either severally or jointly with any other person or loans given to firms or private companies respectively in which any director is a partner, a director or a member.

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

9. Other financial assets

Particulars		As at March 31, 2025	As at March 31, 2024
(a)	**Non-current**		
	Unsecured, considered good		
	Security deposits	896.71	775.69
	Bank Deposits with remaining maturity for more than 12 months (refer note 1 below)	24.06	51.49
	Trade deposits	0.03	0.03
	(A)	**920.80**	**827.21**
	Unsecured, considered doubtful		
	Security deposits	27.26	22.18
	Advance to employees	0.80	0.80
		28.06	22.98
	Less: Loss allowance	(28.06)	(22.98)
	(B)	-	-
	Total non-current (A+B)	**920.80**	**827.21**

Movement in loss allowances

Particulars	As at March 31, 2025	As at March 31, 2024
At the beginning of the year	(22.98)	(11.75)
Provision created for the year	(6.00)	(13.40)
Unused amounts reversed	0.92	2.17
At the end of the year	**(28.06)**	**(22.98)**

(b)	**Current**		
	Unsecured, considered good		
	Receivables from vendors	30.48	39.36
	Bank deposits with remaining maturity of less than 12 months	726.32	233.53
	Advance to employees	10.02	8.22
	Deposit with others (refer note 2 below)	31.20	30.73
	Other receivables	0.46	4.55
	Interest accrued on others	-	0.14
	Share issue expenses receivable (refer note 3 below)	15.62	9.02
	Total current	**814.10**	**325.55**

Notes:

1) Includes deposits pledged with Tax authorities aggregating to ₹0.49 (March 31, 2024: ₹0.49).
2) Includes deposit of ₹30 made with Bombay Stock Exchange Limited ('BSE') for the purpose of IPO.
3) The Group has spent/ accrued towards IPO related expenses which includes legal expenses, certification fees, listing fees, audit expenses and others. These expenses are shared between the selling shareholders and Group in proportion of their shares. The share issue expenses incurred by the Group on behalf of selling shareholders are considered to be recoverable from selling shareholders/ IPO public issue account and are classified as share issue expenses receivable under other current financial assets. During the current financial year the Company has completed its reconcilliation of offer expenses and arrived at receivable amount which is ₹15.62.

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

4) There are no loans or advances given to promotors, directors, KMP's and the related parties defined under the Companies Act,2013 either severally or jointly with any other persion.

10. Other tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Non-current		
Advance Tax net of provision ₹479.42 (March 31, 2024: ₹329.26)	101.50	129.87
	101.50	**129.87**
b. Current		
Advance tax	0.43	0.46
	0.43	**0.46**

11. Other assets

Particulars		As at March 31, 2025	As at March 31, 2024
(a) Non-current			
Unsecured, considered good			
Prepaid expense		6.24	7.01
Capital advances		6.22	13.08
Balances with government authorities		5.30	14.42
Other advances		0.98	1.87
	(A)	**18.74**	**36.38**
Unsecured, considered doubtful			
Other advances		3.51	3.51
Balances with government authorities		12.27	1.22
		15.78	**4.73**
Less: Loss allowance		(15.78)	(4.73)
	(B)	-	-
Total non-current	**(A+B)**	**18.74**	**36.38**

Movement in loss allowance

Particulars	As at March 31, 2025	As at March 31, 2024
At the beginning of the year	(4.73)	(4.73)
Provision created for the year	(11.05)	-
Unused amounts reversed	-	0.00
At the end of the year	**(15.78)**	**(4.73)**

Consolidated Financial Statements (Contd.)

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(b) Current		
Unsecured, considered good		
Advance to vendors	163.67	211.62
Balances with government authorities	64.18	45.19
Other receivable from Vendors	16.05	-
Prepaid expenses	120.85	98.50
	364.75	**355.31**
Doubtful		
Unsecured, considered doubtful		
Balances with government authorities	1.01	1.01
	1.01	**1.01**
Less loss allowance	(1.01)	(1.01)
	-	-
Total current	**364.75**	**355.31**

There are no loans or advances given to promoters, directors, KMPs and the related paries defined under the companies act, 2013 either severally or jointly with any other person or loans given to firms or private companies respectively in which any director is a partner, a director or a member.

12. Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
(Valued at lower of cost or net realisable value)		
Raw materials	152.15	120.96
Work-in-progress	7.24	10.00
Finished goods	22.74	15.54
Stock-in-trade including goods in transit of ₹0.02 (March 31, 2024 ₹0.00)	13,018.14	13,087.19
Stores and spares	250.72	168.65
	13,450.99	**13,402.34**

1) During the year ended March 31, 2025, the Company recorded inventory provision for expired/near to expiry goods of ₹434.72 (March 31, 2024 ₹293.51) in the statement of profit and loss.
2) As on March 31, 2025 the Inventories includes contract asset of ₹25.88 (March 31, 2024 ₹23.38) representing the right to the returned goods.
3) Above goods in transit excludes goods transferred between stores/warehouses as at 31 March 2025 of ₹86.50.
4) Inventories of Optival Health Solutions Private Limited (Subsidiary) as at March 31, 2025 and March 31, 2024 are subject to a pari passu charge to banks to obtain the cash credit facility (refer Note: 18(a))

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

13. Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
a. Non-Current, unsecured		
Trade receivables - credit impaired	1.51	0.87
	1.51	**0.87**
Less: Loss allowance for expected credit loss	(1.51)	(0.87)
Total	**-**	**-**
b. Current, unsecured		
Receivable from other than related parties		
Trade receivables considered good	132.71	175.04
Trade receivables - credit impaired	3.18	5.62
	135.89	**180.66**
Less: Loss allowance for expected credit loss	(3.18)	(5.62)
Total	**132.71**	**175.04**

There are no trade or other receivables due from directors or other officers of the group either severally or jointly with any other person or dues from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

refer note 46 for the group's exposure to credit risk and market risk

Ageing for trade receivables as at March 31, 2025 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables - Billed							
(i) Undisputed Trade receivables – considered good	6.93	68.98	2.73	0.90	0.02	-	79.56
(ii) Undisputed Trade Receivables – credit impaired	-	0.23	0.30	0.94	1.81	1.41	4.69
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**6.93**	**69.21**	**3.03**	**1.84**	**1.83**	**1.41**	**84.25**
Less: Allowance for doubtful trade receivables - Billed							**(4.69)**
							79.56
Trade receivables - Unbilled							**53.15**
							132.71

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Ageing for trade receivables as at March 31, 2024 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables - Billed							
(i) Undisputed Trade receivables – considered good	19.90	99.65	2.22	0.64	0.10	-	122.51
(ii) Undisputed Trade Receivables – credit impaired	-	4.70	1.39	0.15	0.12	0.13	6.49
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**19.90**	**104.35**	**3.61**	**0.79**	**0.22**	**0.13**	**129.00**
Less: Allowance for doubtful trade receivables - Billed							**(6.49)**
							122.51
Trade receivables - Unbilled							**52.53**
							175.04

14. Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- On current accounts	173.40	239.07
- Bank deposits with original maturity of less than three months	440.79	426.23
Balances in wallets	134.95	127.20
Cash on hand	111.38	119.59
	860.52	**912.09**

15. Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Bank deposits with original maturity more than three months but less than twelve months	2,811.66	504.73
	2,811.66	**504.73**

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

16. Equity Share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Equity shares		
Authorised share capital		
Equity shares of ₹2/- each (March 31, 2024: ₹2/- each)		
As at beginning of the year (305,933,000 (March 31, 2024: 305,933,000) equity shares of ₹2 /- each)	611.87	611.87
Movement during the year	-	-
As at end of the year (305,933,000 (March 31, 2024: 305,933,000) equity shares of ₹2 /- each)	611.87	611.87
Total Authorised share capital	**611.87**	**611.87**
Equity shares		
Issued, subscribed and fully paid up shares (No's)		
(i) Equity shares		
119,693,831(March 31, 2024: 119,536,952) equity shares of ₹2/- each	239.39	239.07
Less: amount recoverable from Medplus Employees Benefit Trust (ESOP Trust) 55,811 (March 31, 2024: 119,464) equity shares of ₹2/- each, allotted to Medplus Employees Benefit Trust (refer note 39)	(0.00)	(0.00)
Total Issued, subscribed and fully paid up equity share capital	**239.39**	**239.07**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year

i) Equity shares	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount ₹	No. of shares	Amount ₹
At the beginning of the year	119,536,952	239.07	119,305,676	238.61
Add: Issued during the year on account of ESOP exercise	156,879	0.32	231,276	0.46
Outstanding at the end of the year	**119,693,831**	**239.39**	**119,536,952**	**239.07**
Less : Recoverable from ESOP trust (refer to note 39)	(55,811)	(0.00)	(119,464)	(0.00)
Net outstanding at the end of the year	**119,638,020**	**239.39**	**119,417,488**	**239.07**

(b) Terms/ rights attached to equity shares

(i) Equity shares

The Group has only one class of equity shares having par value of ₹2 per share (March 31, 2024 ₹2 per share). Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividends in Indian rupees.

In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Consolidated Financial Statements (Contd.)

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

(c) Details of shareholders holding more than 5% shares in the Group

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of C2 each fully paid up				
G.Madhukar Reddy	15,350,400	12.82%	15,350,400	12.84%
PI Opportunities Fund I	-	-	9,834,759	8.23%
Lavender Rose Investment Ltd	-	-	13,563,607	11.35%
Lone Furrow Investment Private Limited	17,280,732	14.44%	17,280,732	14.46%
Agilemed Investments Private Limited	15,649,495	13.07%	15,649,495	13.09%
SBI Mutual Fund	-	-	6,210,508	5.20%
Nippon life india trustee limited	9,070,114	7.58%	8,329,987	6.97%

(d) During the five years immediately preceeding the year, ended March 31, 2025, no shares have been bought back or issued for consideration other than cash except for bonus shares issued which have been disclosed in point (e) below.

(e) Details of Bonus issue	**Number of shares**
During the year ended March 31, 2021 the following bonus shares were issued by way of capitalisation of securities premium balance:	
(i) 1.25 equity shares issued as bonus for every 1 equity share held by the equity share holders, rounded off to nearest number	245,674
(ii) 1.25 Series A CCPS shares issued as bonus for every 1 Series A CCPS held by the Series A CCPS holders, rounded off to nearest number	38,434
(iii) 40 Series A CCPS shares issued as bonus for every 1 Series A CCPS held by the Series A CCPS holders after considering the impact of bonus issue as per (ii) above, rounded off to nearest number	2,767,240
(iv) 40 Series B CCPS shares issued as bonus for every 1 equity shares held by the equity share holders after considering the impact of bonus issue as per (i) above and except to Lone furrow investment private limited and Agilemed Investments Private Limited, rounded off to nearest number	11,951,680
(v) 40 Series B1 CCPS shares issued as bonus for every 1 equity shares held by Agilemed Investments Private Limited after considering the impact of bonus issue as per (i) above, rounded off to nearest number	3,053,560
(vi) 40 Series B2 CCPS shares issued as bonus for every 1 equity shares held by Lone furrow investment private limited after considering the impact of bonus issue as per (i) above, rounded off to nearest number	3,331,120
	21,396,708

Note: The above mentioned CCPS were converted into equity shares during the year ended March 31, 2022.

(f) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Options and Shares Plan, 2009 (ESOP 2009) of the Company. and Employee Stock Options and Shares Plan, 2021 (ESOP 2021) of the Company (Refer Note 39 and 43)

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

(g) Details of Promoter shareholding

Details of Promoter shareholding	As at March 31, 2025			As at March 31, 2024	
Promoter Name	No. of Shares	% of total shares	% Increase/ (decrease) during the year	No. of Shares	% of total shares
Equity shares					
Madhukar Reddy Gangadi	15,350,400	12.82%	-0.02%	15,350,400	12.84%
Agilemed Investments Private Limited	15,649,495	13.07%	-0.02%	15,649,495	13.09%
Lone Furrow Investment Private Limited	17,280,732	14.44%	-0.02%	17,280,732	14.46%

17. Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Securities premium		
Opening balance	12,127.55	11,933.83
Add: Reversal of excess offer expenses previously adjusted on estimated basis*	6.60	-
Add: Transferred from Share based payment reserve upon exercise of options	107.20	140.53
Add: Proceeds from equity shares issued under ESOP's	36.08	53.19
Total	**12,277.43**	**12,127.55**
Less: Amount recoverable from ESOP trust (refer note 39)	(77.44)	(77.44)
Add: Amount recovered from ESOP Trust	46.33	36.41
	(31.11)	**(41.03)**
Closing balance	**12,246.32**	**12,086.52**
* During the year ended March 31,2025, the Company finalized the allocation of actual share issue expenses. As the actual expenses were lower than the amounts previously estimated and adjusted against the securities premium account, a reversal of ₹6.60 million has been made and credited back to the securities premium.		
(ii) Share based payment reserve		
Opening balance	303.62	304.35
Add: Gross compensation for options granted during the year	68.69	141.05
Less: Transfer to Security premium account	(107.20)	(140.53)
Less: Stock option lapsed	(2.09)	(1.25)
Closing balance	**263.02**	**303.62**
(iii) General reserve		
Balance at the beginning of the year	356.28	355.03
Add: Stock option lapsed	2.09	1.25
Balance at the end of the year	**358.37**	**356.28**

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(iv) Capital reserve		
Balance at the beginning and end of the year	0.92	0.92
	0.92	**0.92**
(v) Retained earnings		
Opening balance	2,792.91	2,138.73
Profit for the year	1,503.22	654.73
Other comprehensive (loss)/ income for the year	1.46	(0.55)
	4,297.59	**2,792.91**
Total Other equity ((i)+(ii)+(iii)+(iv)+(v)+(vi))	**17,166.22**	**15,540.25**

Nature and purpose of reserves

a) Securities premium

Securities premium is used to record the premium on issue of shares. The premium will be utilised in accordance with the provisions of the Act.

b) Share based payment reserve

The Group has granted equity settled share based payment plans for certain categories of employees of the Group (Refer note 39).

c) General Reserve

General reserve is used from time to time to transfer profit from reserves, for appropriation purposes.

d) Capital reserve

The Group has acquired subsidiary through business combination resulting in bargain purchases.

e) Retained earnings

Retained earnings are profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

18 Current Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Cash credit from banks (secured)*	-	-
	-	**-**

Notes

(a) (i) Pari Passu charge on the entire present and future inventories of Optival Health Solutions Private Limited.

(ii) Pari Passu charge on the entire present and future immovable property, plant and equipment except the following building:

"Unfinished Shop no: G1 in the ground floor of Karna Nil yam in H No:10-1/6 on plot no:3/c at P&T Colony, Gaddiannarm Village, Saroor nagar revenue Mandal, Ranga Reddy District"

(b) Personal guarantees of G.Madhukar Reddy (Director of the Company) untill May 2022, No immovable property of personal guarantor shall be encumbered/disposed off without prior consent of the Bank.

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

The cash credit facility availed during the year carries floating rate of interest in the range of MCLR + 0.45% to 0.55% per annum, (March 31, 2024 MCLR + 0.45% to 0.55% per annum) MCLR ranges from 7.22% to 7.30% per annum (March 31, 2024 7.22 % to 7.30% per annum)

(c) The Group has complied with the requirement of filing of quarterly returns/statements of current assets with the banks or financial institutions, wherever applicable, and these returns were in agreement with the books of accounts for the year ended March 31, 2025 and March 31, 2024. There are no material discrepancies between books of accounts and quarterly statements submitted to banks, where borrowings have been availed based on security of current assets.

* The cash credit facility has been availed from the bank for working capital requirements of Optival Health Solutions Private Limited. Further, no amount has been utilised during the year.

19. Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
a. Non-Current		
Security deposits	4.58	9.35
	4.58	**9.35**
b. Current		
Payable for capital goods	22.57	57.52
Dues to employees	811.30	647.90
	833.87	**705.42**

20. Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Non-current		
Lease liabilities (refer note no: 40D)	10,080.14	8,680.83
	10,080.14	**8,680.83**
(b) Current		
Lease liabilities (refer note no: 40D)	1,117.88	1,414.86
	1,117.88	**1,414.86**

21. Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Non-current		
Provision for gratuity, partly funded (refer note 38)	351.30	324.89
	351.30	**324.89**
(b) Current		
Provision for gratuity, partly funded (refer note: 38)	74.26	63.67
Provision for compensated absences, unfunded	256.79	215.92
Provision for refund liability (refer note no 2.2g.)	29.92	27.14
	360.97	**306.73**

Refund liability is accounted based on Group's estimation of expected sales returns. Refer note no: 2.2g of these consolidated financial statements for Group's accounting policies on refund liabilities.

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Movement in refund liability

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at beginning of the year	27.14	25.78
Add: Provision created during the year	838.11	759.55
Less: Utilised during the year	(835.33)	(758.19)
Balance as at end of the year	29.92	27.14

22. Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables		
- total outstanding dues to micro and small enterprises (refer Note 42)	163.92	77.87
- total outstanding dues of creditors other than micro and small enterprises	2,825.67	2,452.48
	2,989.59	**2,530.35**

There are no disputed trade payables

Trade payables are non-interest bearing and are normally settled on 01-60 days credit terms.

For explanations on the Group's credit risk management processes, (refer to note.46)

Ageing of trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	134.98	28.94	-	-	-	163.92
(ii) Others	2,043.21	668.81	7.36	3.91	1.63	2,724.92
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**2,178.19**	**697.75**	**7.36**	**3.91**	**1.63**	**2,888.84**
Accrued expenses						**100.75**
						2,989.59

Ageing of trade payables outstanding as at March 31, 2024 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	94.15	-	-	-	-	94.15
(ii) Others	161.26	2,144.01	12.47	6.30	5.50	2,329.54
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**255.41**	**2,144.01**	**12.47**	**6.30**	**5.50**	**2,423.69**
Accrued expenses						106.66
						2,530.35

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

23. Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory liabilities	197.92	137.75
Other payables	2.17	2.38
	200.09	**140.13**

24 . Contract liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Advance from customers	38.90	25.75
Deferred revenue (refer note 26)	221.66	131.97
	260.56	**157.72**
a. Reconciliation of Deferred revenue		
Balance as at beginning of the year	131.97	70.87
Billed during the year	466.30	281.23
Revenue recognised during the year	(376.61)	(220.13)
Balances as at end of the year	**221.66**	**131.97**

25. Current tax liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Current tax liabilities (Net of advance tax ₹479.78 (March 31,2024: ₹489.12)	2.98	4.14
	2.98	**4.14**

26. Revenue from Operations

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
a.	Revenue from contracts with customers		
	Sale of goods	59,782.97	54,977.39
	Sale of services	1,091.67	758.03
		60,874.64	**55,735.42**
b.	Other operating revenue		
	- Display and other business support income	439.18	485.19
	- Others	46.71	27.94
		485.89	**513.13**
	Total	**61,360.53**	**56,248.55**

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Disclosures as per Ind AS 115

a. Reconciliation of Revenue from contract with customers

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contract with customers at contracted price	61,740.19	56,501.08
Less: Discounts offered	(30.22)	(7.47)
Less: Sales returns	(835.33)	(758.19)
Revenue from contract with customers	**60,874.64**	**55,735.42**

b. Dissagregation of revenue from contracts with customers

The Company disaggregates revenue from contracts with customers by nature of goods and services, geography and timing of revenue recognition

(i) Based on geography: Entire revenue from contract with customers is from India.

(ii) Based on business segment: Entire revenue from contract with customers is from one single segment i.e., Retail trading of pharmaceuticals and general items.

Timing of revenue recognition	For the year ended March 31, 2025	For the year ended March 31, 2024
Products and services transferred at a point in time	59,782.97	54,977.39
Services transferred over time	1,091.67	758.03
Revenue from contract with customers	**60,874.64**	**55,735.42**
Other operating revenue	485.89	513.13
Total	**61,360.53**	**56,248.55**

c. Revenues from significant customers

There are no transactions with single external customer which amounts to 10% or more of the Group's revenue.

d. Contract balances:

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables (refer note: 13)	132.71	175.04
Advance from customers(refer note 1 below)	38.90	25.75
Contract assets (refer note 2 below)	25.88	23.38
Deferred revenue (refer note 3 below)	221.66	131.97

Note 1:

Revenue recognised in the current reporting year that was included in the opening balance of advance from customers is ₹20.43 (March 31, 2024: ₹19.05).

The balances of advances from customers and deferred revenue is expected to be utilised with in the next 12 months.

Note 2: Details of Contract Asset

As mentioned in the accounting policies for refund liability, the Group recognises an asset i.e., right to the returned goods (included in inventories) for the products expected to be returned. The Group initially measures this asset at

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

Along with remeasuring the refund liability at the end of each reporting period, the Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

As on March 31, 2025, the Group has ₹25.88 (March 31, 2024: ₹23.38) as contract asset representing the right to the returned goods (included in inventories).

Note 3: Details of deferred revenue

Tabulated below is the reconciliation of deferred revenue for the years ended March 31, 2025 and March 31, 2024

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	131.97	70.87
Billed during the year	466.30	281.23
Revenue recognised during the year	(376.61)	(220.13)
Balance at the end of the year	**221.66**	**131.97**

27. Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income under effective interest rate method		
- on bank deposits	178.64	135.77
- financial assets measured at amortised cost	81.27	73.59
Insurance claims received	12.32	0.45
Rental income (refer note:43(b))	6.80	9.66
Amount recovered from employees	114.54	99.84
Foreign exchange fluctuation gain (net)	0.27	0.36
Gain on de-recognition of Right-of-use assets	66.67	45.22
Government grant	-	9.98
Miscellaneous income	25.65	25.21
	486.16	**400.08**

28. Cost of materials consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Raw material and packing material		
Inventories at the beginning of the year	120.96	57.09
Add: Purchases	648.38	509.17
Less: Inventories at the end of the year	152.15	120.96
Cost of materials consumed	**617.19**	**445.30**

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

29. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the beginning of the year		
Finished goods	15.54	22.60
Stock-in-trade	13,087.19	11,175.14
Work-in-progress	10.00	7.44
	13,112.73	**11,205.18**
Less : Inventories at the end of the year		
Finished goods	22.74	15.54
Stock-in-trade	13,018.14	13,087.19
Work-in-progress	7.24	10.00
	13,048.12	**13,112.73**
Change in inventories	**64.61**	**(1,907.55)**

30. Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	6,476.52	5,513.58
Contribution to provident and other funds (refer note: 38)	446.86	378.09
Gratuity expense (refer note: 38)	141.37	113.70
Employees stock option compensation expenses (refer note: 39)	68.69	141.04
Staff welfare expenses	126.73	108.78
	7,260.17	**6,255.19**

31. Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment	739.31	661.89
Amortisation of intangible assets	34.97	18.29
Amortization of right-of-use assets (refer note:40)	1,732.21	1,573.79
Less: Amount transferred to capital work-in-progress*	(8.06)	(11.83)
	2,498.43	**2,242.14**

*Duly adjusted for the amount being capitalised to capital work-in-progress during the year

32. Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on financial liabilities measured at amortised cost	0.59	0.65
Interest on lease liabilities (refer note:40)	1,025.27	963.68
	1,025.86	**964.33**

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

33. Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rent	1.37	0.97
Rates and taxes	46.08	36.29
Electricity charges	527.39	455.00
Communication costs	186.46	160.13
Travelling and conveyance	125.40	103.69
Printing and stationary	121.31	123.57
Legal and Professional charges - Doctors Fees	179.38	144.73
Legal and professional charges - Others	60.00	56.23
Payment to auditors (refer note: 34)	10.30	9.83
Insurance	34.81	25.15
Repairs and maintenance		
- Plant and equipment	114.82	91.09
- Others	134.23	97.78
Packing and forwarding charges	758.91	640.60
Commission and brokerage	95.71	90.08
Advertisement and sales promotion	179.01	252.10
Director Sitting fees	5.70	7.25
Credit/debit card commission charges	163.65	172.13
Allowance for expected credit loss, net	1.25	0.87
Allowance on deposits	6.00	13.40
Allowance on advances	11.05	-
Foreign exchange fluctuation loss (net)	-	-
Loss on sale of property, plant and equipment, net	8.47	4.53
Advances/debts written off	4.11	2.16
Corporate social responsibility expenditure (refer note: 48)	16.38	16.50
Miscellaneous expenses	30.94	32.18
	2,822.73	**2,536.26**

34. Payment to statutory auditors (exclusive of tax)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Audit fee (including fee for limited review)	9.07	8.50
Certification	0.11	0.05
Reimbursement of expenses	1.12	1.28
	10.30	**9.83**

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

35. Earnings per equity share (EPES)

The following reflects the earnings and share data used in the basic and diluted EPES computations:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit attributable to equity holders of the Parent company for basic and diluted earnings per equity share	1,503.22	654.73
Earnings per equity share		
Weighted average number of shares for considered for Basic EPES		
(i) Equity shares		
Number of shares at the beginning of the year	119,536,952	119,305,676
Add: Exercise of employee stock options during the year	50,403	81,220
Weighted average number of shares outstanding during the year	**119,587,355**	**119,386,896**
Add: Number of dilutive potential equity shares on account of share options granted	435,573	637,792
Weighted average number of equity shares for diluted EPES	**120,022,928**	**120,024,688**
Face value of each equity share (In absolute ₹terms)	2	2
Earnings per equity share (EPES) (In absolute ₹terms)		
- Basic	12.57	5.48
- Diluted	12.52	5.45

36. Taxes

(a) The major components of income tax expenses for the year ended March 31, 2025 and for the year ended March 31, 2024 are:

(i) Profit or loss section

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax :		
Current income tax charge	479.48	270.34
Taxes relating to earlier years	0.01	0.69
Deferred tax (benefit)/ expense		
Relating to origination and reversal of temporary differences	(148.93)	(192.37)
Total income tax expense recognised in statement of Profit and Loss	**330.56**	**78.66**

(ii) OCI Section

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Deferred tax expense		
On remeasurement of defined benefit plans	(0.56)	(0.57)
Income tax charged to Other Comprehensive Income	**(0.56)**	**(0.57)**

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Accounting profit before tax (A)	1,832.89	734.43
Enacted tax rate in India (B)	25.17%	25.17%
Expected tax expenses (C = A*B)	461.30	184.84
Tax effect on non-deductible expenses (net) (D)	7.52	4.18
Deferred tax benefit accounted on carryforward tax losses and unabsorbed depreciation (E)	0.03	(33.27)
Tax benefits availed u/s 80JJAA of Income Tax Act (F)	(50.95)	(21.71)
Deferred Tax benefits availed u/s 80JJAA of Income Tax Act (F)	(71.01)	(43.43)
Deferred tax on consolidation adjustment (G)	(3.98)	(25.19)
Others (H)	(12.35)	13.25
Total Tax expense (C+D+E+F+G+H)	**330.56**	**78.66**
Adjustments in respect of current income tax of previous year	-	-
Total	**330.56**	**78.66**
Tax expense as per Statement of Profit and Loss Account ((a) (i) above)	**330.56**	**78.66**

(c) The major components of deferred tax (liabilities)/assets (net) arising on account of timing differences are as follows:

As at March 31, 2025	March 31, 2024	Retained earnings	Profit and Loss 2024-25	OCI 2024-25	March 31, 2025
Deferred tax asset (net)					
Property, plant and equipment	92.59	-	46.71	-	139.30
Provision for expenses allowed for tax purpose on payment basis	172.41	-	6.39	(0.56)	178.24
Remeasurement benefit of the defined benefit plans through OCI	-		1.09	-	1.09
Deduction under section 80JJAA	77.73		22.67	-	100.40
Lease liabilities, net	398.45		92.37	-	490.82
Expense claimed for tax purpose on payment basis	20.48	-	(4.48)	-	15.97
Carry forward of business losses	19.80		(19.80)		-
Deferred tax on consolidation adjustment	68.48	-	3.98	-	72.46
Deferred tax benefit/ (expense)		**-**	**148.93**	**(0.56)**	
Deferred tax asset (net)	**849.94**				**998.28**

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

As at March 31, 2024	March 31, 2023	Retained earnings	Profit and Loss 2023-24	OCI 2023-24	March 31, 2024
Deferred tax asset (net)					
Property, plant and equipment	83.07	-	9.52	-	92.59
Provision for expenses allowed for tax purpose on payment basis	131.02	-	41.96	(0.57)	172.41
Remeasurement benefit of the defined benefit plans through OCI	-	-	-	-	-
Deduction under section 80JJAA	97.39		(19.66)		77.73
Lease liabilities, net	296.70	-	101.75	-	398.45
Expense claimed for tax purpose on payment basis	6.67	-	13.81	-	20.48
Carry forward of business losses	-	-	19.80		19.80
Deferred tax on consolidation adjustment	43.27	-	25.19	-	68.48
Deferred tax expense		**-**	**192.37**	**(0.57)**	
Deferred tax asset (net)	**658.12**				**849.94**

Note 1:

The Optival health Solutions Private Limited has received a demand notice of ₹434.51 from the Income tax authorities on account of addition of certain items in the total income for financial year 2019-20. The matter is currently pending for disposal by the High Court. However, on the basis of receipt of an advise from an independent external consultant, Group is confident that the probability of the said assessment being settled against the Company is remote and accordingly, these financial statements do not warrant any adjustments in this regard.

Note 2:

Medplus Health Services Limited has received a demand notice of ₹34.86 on account of certain disallowances and additions to the total income. The Parent company has filed an appeal with the Commissioner of Income Tax (Appeals) challenging the said demand. On the basis of evaluation of the said demand notice and the underlying facts by an independent external consultant, the Parent company is confident that the matter would be settled in its favour. Accordingly, no adjustments have been made to these financial statements in this regard.

37. During the year ended 31 March 2025, the Company received an approval from National Company Law Tribunal for the proposed merger of its wholly owned subsidiary, MHS Pharmaceuticals Private Limited with the Company and such merger has been effected.

38 Employee benefits

I. Post Employment Benefits

A. Defined Benefits Plan - Gratuity

Gratuity benefits provided by the Group

Group has a defined benefit plan which provides for gratuity payments for its employees. Under the plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days salary (based on last drawn basic salary) for each completed year of service. The scheme is partly funded with an insurance company in the form of a qualifying insurance policy managed by Life Insurance corporation of India.

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

38 Employee benefits (Contd)

The components of gratuity cost recognised in the consolidated statement of profit and loss and other comprehensive income for the years ended March 31, 2025 and March 31, 2024 consist of the following:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Changes in the present value of defined benefit obligations are as follows:		
Defined benefit obligations at the beginning of the year	510.08	423.99
Current service cost	116.97	91.00
Interest on defined benefit obligations	35.82	30.47
Benefits paid	(32.16)	(32.68)
Re-measurements due to:	-	
Remeasurements- due to change in assumptions	8.59	8.46
Actuarial loss due to demographic assumptions	-	-
Remeasurements- due to experience adjustment	(18.86)	(11.16)
Defined benefit obligations at the end of the year	**620.44**	**510.08**
Changes in the fair value of plan assets are as follows:		
Fair value of plan assets at the beginning of the year	121.52	90.18
Employer contributions	86.07	39.07
Employer direct benefits payments	0.22	0.10
Interest on plan assets	11.42	7.78
Benefits paid	(16.24)	(12.76)
Expenses	(0.18)	(0.05)
Remeasurements-return on plan assets	(7.93)	(2.80)
Plan assets at the end of the year	**194.88**	**121.52**
Amount to be recognised in Statement of Profit and Loss:		
Current service cost	116.97	91.00
Interest on net defined benefit liability, net	35.82	30.47
Excepted return on plan assets	(11.42)	(7.77)
Gratuity cost recognised in statement of profit and loss	**141.37**	**113.70**
Remeasurement on the net defined benefit liability:		
Remeasurements - due to change in assumptions	8.59	8.46
Remeasurements - due to experience adjustment	(18.86)	(11.16)
Remeasurements - return on plan assets	8.25	2.68
Defined benefit costs recognised in other comprehensive income	**(2.02)**	**(0.02)**
Details of the employee benefits obligations and plan assets are provided below:		
Present value of funded obligations	620.44	510.08
Fair value of plan assets	(194.88)	(121.52)
Net defined benefit liability recognised	**425.56**	**388.56**

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

38 Employee benefits (Contd)

Bifurcation of net defined benefit liability

Particulars	As at March 31, 2025	As at March 31, 2024
Current liabilities	74.26	63.68
Non-current liabilities	351.30	324.89
	425.56	**388.57**

Plan assets

Plan assets comprise of the following:

Particulars	As at March 31, 2025	As at March 31, 2024
Funds managed by Life Insurance Corporation of India	194.88	121.52
	194.88	**121.52**

The Group makes contribution to the Life Insurance Corporation ('LIC') of an amount advised by LIC. The Group was not informed by LIC of the investments made by them or the breakup of the plan assets in to various type of investments.

The Company expects to contribute approximately ₹85.00 to the gratuity fund during the financial year ending March 31, 2026.

Sensitivity Analysis: Increase/ (decrease) in obligation

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Effect of 1% change in assumed discount rate		
- 1% increase	(37.18)	(29.98)
- 1% decrease	42.33	34.10
(b) Effect of 1% change in assumed salary escalation rate		
- 1% increase	40.87	33.07
- 1% decrease	(37.45)	(30.23)
(c) Effect of 1% change in assumed attrition rate		
- 1% increase	(7.18)	(5.38)
- 1% decrease	7.87	5.87
(d) Effect of 10% change in assumed mortality rate		
- 10% increase	(0.13)	0.01
- 10% decrease	0.13	(0.00)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

38 Employee benefits (Contd)

A. Defined Benefits Plan - Gratuity (continued)

Sensitivity Analysis: Increase/ (decrease) in obligation

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Discount rate	6.94% to 7.04%	7.23% to 7.52%
Rate of return of plan assets	7.04% to 7.51%	7.27% to 7.52%
Attrition rate		
below 30 Years	27.18%	27.18%
31-40 years	18.47%	18.47%
41-50 Years	13.40%	13.40%
51 years and above	12.26%	12.26%
Rate of compensation increase	9% to 15%	9% to 15%

The expected future cash flows in respect of gratuity were as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expected future benefit payments		
Less than a year	74.42	63.54
Between 2-5 years	287.33	238.70
More than 5 years	746.74	598.36

The weighted average duration of the defined benefit obligation is 7 to 10 years (March 31, 2024 : 7 to 10 years)

Discount rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Attrition rate: Represents the Group's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

Sensitivity analysis: The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

B. Defined Contribution Plan

Provident fund and other funds

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and Employee state insurance, which is defined contribution plan. The Group has no obligations other than to make specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

The amount recognised as an expense for the year aggregated to ₹446.86 (March 31, 2024: ₹378.09) and is included in contribution to provident fund and other funds.

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

II. Other benefits

Leave compensated absences

The employees of the Group are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

The amount recognised as an expense towards leave encashment for the year aggregated to ₹102.13 (March 31,2024: ₹80.01).

39. Employee stock option plan

(i) MedPlus Employees Stock Option and Shares Plan 2009 (ESOP 2009)

(a) The Group instituted MedPlus Employees Stock Option and Shares Plan 2009 (ESOP 2009). The Board of directors approved the plan on November 16, 2009. The plan is effective from November 1, 2009 which provided for issue of 9,673 stock options to eligible employees. The options vest over a period of four years or as approved by remuneration committee and would be settled by issue of fully paid equity shares. During the year ended March 31, 2025, the following scheme is under operation:

Pursuant to a resolution passed by the Board of Directors on February 17, 2011, the Company had formed a trust (MedPlus Employee Benefit Trust) to implement and administer ESOP 2009 and had allotted 9,673 equity shares 870,570 CCPS options, including bonus issue) of ₹10 each to the Trust.

The Group has allotted (before giving impact of bonus & split) 4,110 equity shares against 4,110 granted options and 5,563 options (against 5,563 non- granted option) to the trust at premium of ₹11,016.12 per option and ₹5,781 per option respectively, aggregating total securities premium of ₹77.44 millions

Amount receivable from the trust for options granted aggregating to ₹77.54 (Face value – ₹0.10 and Premium of ₹77.44) has been accounted as 'Amount recoverable from Trust in kind' and has been deducted from share capital and securities premium respectively as these are in the nature of own shares held. The same will be adjusted at the time of exercise of options by the employees.

During the year March 31, 2025 138 (March 31, 2024 238) options were exercised by employees which resulted in

(i) increase in paid up capital by March 31, 2025 ₹0.03 (March 31, 2024: ₹0.04) and

(ii) increase of securities premium by March 31, 2025 ₹ Nil (March 31, 2024: ₹ Nil)

Further, recovery of ₹9.92 (March 31, 2024: ₹18.64) from ESOP trust was done on account of exercised options.

Employees stock option and share plan 2009

(b) The details of the activity have been summarized below

Particulars	As at March 31, 2025 (No. of equity shares)	As at March 31, 2024 (No. of equity shares)
Outstanding at the beginning of the year	151	389
Exercisable at the beginning of the year	11	100
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year	138	238
Vested during the year	128	149
Expired during the year	-	-
Outstanding at the end of the year*	13	151
Exercisable at the end of the year	1	11
Weighted average remaining contractual life (in years)	-	-

* One option equals to 461.25 equity shares

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

39. Employee stock option plan (Contd)

(ii) MedPlus Employees Stock Option and Shares Plan 2021 (ESOP 2021)

(a) The Group instituted MedPlus Employees Stock Option and Shares Plan 2021 (ESOP 2021). The Board of directors approved the plan on August 9, 2021. The plan is effective from August 9, 2021 which provided for issue of 1,117,612 stock options to eligible employees. The options vest over a period of four years from the grant date at 10%, 25%, 25% and 40% respectively, as a % of options granted. Vesting period may be accelerated on deserving cases, subject to applicable law and minimum vesting period of at least one year. During the year ended March 31, 2025 the Company has granted Nil (March 31, 2024: 16,967) Options to its employees, options granted to the employees of its subsidiaries under Employee stock option and Share plan 2021,Nil (March 31, 2024 Nil) after taking necessary approval, at an exercise price of ₹628 per option on December 21, 2023.

Employees stock option and share plan 2021

Particulars	March 31, 2024
Number of options granted	16,967
Method of settlement (Cash/Equity)	Equity
Vesting period	1,697 options vest in 12 months from the grant date. 4,242 options vest in 24 months from the grant date. 4,242 options vest in 30 months from the grant date. 6,786 options vest in 36 months from the grant date.
Exercise period	3 years Committee may extend the Exercise period on case to case basis.
Vesting conditions	None

(b) The details of the activity have been summarized below

Particulars	March 31, 2025 (No. of options)	March 31, 2024 (No. of options)
Outstanding at the beginning of the year	6,68,824	9,33,430
Exercisable at the beginning of the year	1,06,251	1,04,328
Granted during the year	-	16,967
Forfeited during the year	40,409	46,320
Exercised during the year	1,56,879	2,31,276
Vested during the year	2,34,110	2,35,253
Expired during the year	3,386	2,054
Outstanding at the end of the year	3,94,305	6,68,824
Exercisable at the end of the year	1,80,096	1,06,251
Weighted average remaining contractual life (in years)	-	-

(c) Stock options granted during the year

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2024
Weighted average share price/ market value	773.50
Exercise price (₹ per share)	628.00
Options granted	16,967
Date of grant	December 21, 2023
Expected volatility	27.00%

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Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

39. Employee stock option plan (Contd)

Particulars	March 31, 2024
Life of the options granted (vesting and exercise period) in years	Vesting period + 4 years
Expected dividend	0%
Average risk-free interest rate	6.75% - 7.25%
Expected term based on vesting period	1 year - 4 years
Weighted average fair value of the option granted	268.00

Effect of the employee option plan on the Statement of Profit and Loss and on its financial position

Particulars	March 31, 2025	March 31, 2024
Total employee compensation cost pertaining to stock option plan	68.69	141.04
Reserves - employee stock option plan outstanding as at the year end	263.02	303.63

40. Lease

A The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

B Movement of right of use asset for the year ended March 31, 2025 and March 31, 2024:

Particulars	Machinery	Building	Total
Gross carrying amount as at April 01, 2023	**62.55**	**11,115.79**	**11,178.34**
Additions	-	2,605.62	2,605.62
Deletions	-	1,028.23	1,028.23
Gross carrying amount as at March 31, 2024	**62.55**	**12,693.18**	**12,755.73**
Additions	-	2,893.91	2,893.91
Deletions	-	1,256.52	1,256.52
Gross carrying amount as at March 31, 2025	**62.55**	**14,330.57**	**14,393.12**
Accumulated Depreciation			
As at April 01, 2023	2.96	3,153.39	3,156.35
Depreciation charge for the year *	2.96	1,570.83	1,573.79
Deletions	-	(747.80)	(747.80)
As at March 31, 2024	**5.92**	**3,976.42**	**3,982.34**
Depreciation charge for the year *	6.69	1,725.52	1,732.21
Deletions	-	900.48	900.48
As at March 31, 2025	**12.61**	**4,801.46**	**4,814.07**
Carrying amounts			
Net block as at March 31, 2024	**56.63**	**8,716.76**	**8,773.39**
Net block as at March 31, 2025	**49.94**	**9,529.11**	**9,579.05**

*The aggregate Depreciation expenses for the year on Right-of-use assets is included under depreciation and amortisation expense in the statement of Profit and Loss.

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

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C The Following is the rental expenses and income recorded for short term leases, variable leases and low value leases for the year ended March 31,2025 and March 31,2024

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Short -term lease expense	1.37	0.97
Rental income from sub-lease	6.80	9.66
Total		

D Following are the changes in the lease liabilities for the year ended March 31, 2025 and March 31, 2024:

Particulars	Machinery	Building	Amount
Balance as at April 01, 2023	**54.10**	**8,945.15**	**8,999.25**
Additions	-	2,497.92	2,497.92
Finance cost accrued during the year	4.82	958.86	963.68
Deletions	-	312.46	312.46
Payment of lease liabilities	9.34	2,043.36	2,052.70
Balance as at March 31, 2024	**49.58**	**10,046.11**	**10,095.69**
Additions	-	2,822.87	2,822.87
Finance cost accrued during the year	4.38	1,020.89	1,025.27
Deletions	-	433.53	433.53
Payment of lease liabilities	9.34	2,302.94	2,312.28
Balance as at March 31, 2025	**44.62**	**11,153.40**	**11,198.02**

Bifurcation of lease liabilities	As at March 31, 2025	As at March 31, 2024
Non-current lease liabilities	10,080.14	8,680.83
Current lease liabilities	1,117.88	1,414.86

E The following is the cash outflow on leases during the year ended March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Payment of lease liabilities	2,312.28	2,052.70
Short-term lease expense	1.37	0.97
Total cash outflow on leases	**2,313.65**	**2,053.67**

F The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis :

Particulars	As at March 31, 2025	As at March 31, 2024
Less than 1 year	2,334.45	2,119.17
1 to 5 years	9,372.09	7,290.85
Over 5 years	3,834.48	5,154.06

G The following is the amount recognised in profit or loss during the year ended March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on lease liabilities	1,025.27	963.68
Short-term lease expense	1.37	0.97
Rental income from sub-lease	(6.80)	(9.66)

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Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

a. The Group does not face a significant liquidity risk with regards to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when fall due.

b. Lease payments during the year have been disclosed under financing activities in the Consolidated Statement of Cash flows.

41. Capital commitments and contingent liabilities

(A.) Capital Commitments

(i) As at March 31, 2025 the Group has commitments of ₹8.69 (March 31, 2024: ₹28.83) relating to contracts remaining to be executed on capital account after considering the capital advances paid.

(B.) Contingent Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
i) Claims against the Group not acknowledged as debt		
Income tax	111.78	111.78
Value added tax	7.08	7.08
Others	18.90	18.90
	137.76	**137.76**

(ii) During the year ended March 31, 2015, Ritemed Pharma Retail Private Limited (merged entity) had received an assessment order for the assessment year 2012 -13 proposing an adjustment of ₹18.37 to the returned loss. Ritemed Pharma Retail Private Limited (merged entity) had filed an appeal before Commissioner of Income Tax (Appeals), thereby revising the adjustment to ₹8.2 with revised tax demand of ₹2.66. Group filled an appeal in Income-tax Appellate Tribunal, based on its internal assessment is confident that the matter will be decided in its favour and no adjustment to the financial statement is required.

iii) The Payment of Bonus (Amendment) Act, 2015 had been notified in the financial year 2015-16. Among other amendments, it has increased, with retrospective effect from April 1, 2014, the scope of coverage by revising the salary ceiling for eligible employees and also increasing the salary limit capped for the purpose of calculating bonus. Based on the legal advice and the interim stay granted by various high courts on retrospective application of the aforesaid amendment, the Group has not accrued for bonus for the financial year 2014-15 amounting to ₹8.61 and merged entity Ritemed Pharma Retail Private Limited amounting to ₹4.5.

iv) On 28 February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. However, considering that there are numerous interpretative issues relating to retrospective application of this judgement, the Group has assessed the impact of the matter and concluded that there is no material impact on the financial statements. The Group will evaluate its position and update its provision, if required, on receiving further clarity on the subject.

v) Ritemed Pharma Retail Private Limited (merged with Optival Health Solutions Private Limited w.e.f. April 01, 2016), subsidiary company, had entered into the following transactions during the year ended March 31, 2011:

i) Purchase of goods aggregating to ₹312.25 for the period May 7, 2010 to March 3, 2011 from the Optival Health Solutions Private Limited; and

ii) Purchase of goods and services aggregating to ₹21.80 and sale of goods and services aggregating to ₹15.15 for the period April 1, 2010 to March 3, 2011 from one of the covered entities - Optival Health Solutions Private Limited.

The above transactions required prior approval of the Central Government under the provisions of Section 297 of the erstwhile Companies Act, 1956. The above transactions are part of normal business transactions at prevailing

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

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market prices. Ritemed Pharma Retail Private Limited, has applied to the appropriate regulatory authorities for regularization on June 10, 2011. Management is confident that the penalties, if any, that may arise on account of such non-compliance will not be significant.

(vi) The Group is subject to legal proceedings and claims before various tax authorities, customers, vendors and other regulators which have arisen in the ordinary course of business and which are pending at various levels of judicial and appellate authorities. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the claimants or the Group, as the case may be and therefore timing of cash flows cannot be predicted. The Group engages reputed professional advisors wherever required to protect its interests and has been advised that it has strong legal positions against such disputes. The Group believes that it has a reasonable case in its defense of the proceedings and accordingly no further provision is required.

42. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filling the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 and March 31, 2024 has been made in the consolidated financial statements based on information received and available with the Group. The Group has not received any claim for interest from any supplier under the said Act.

Particulars	As at March 31, 2025	As at March 31, 2024
The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	163.92	77.87
- Interest	0.02	-
The amount of interest paid by the buyer as per the MSMED Act, 2006	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act;	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purposes of disallowances as a deductible expenditure under the MSMED Act, 2006	-	-

Note : This information is required to be disclosed under the MSMED Act and has been determined to the extent such parties have been identified on the basis of information available with the Group.

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

43. Related party Disclosure

(a) (i) Key management personnel (KMP)

1. G. Madhukar Reddy – Managing Director & CEO
2. C. Bhaskar Reddy – Executive Director (w.e.f October 26, 2023)
3. Sujit Kumar Mahato- Chief Financial Officer
4. Manoj Kumar Srivastava- Company Secretary

(ii) Directors

1. Murali Sivaraman - Independent Director
2. Madhavan Ganesan - Independent Director
3. Aparna Surabhi - Independent Director (w.e.f July 01,2024)
4. Hiroo Mirchandani - Independent Director (upto July 04, 2024)
5. Atul Gupta - Non Executive Director (upto September 26, 2023)
6. Anish Kumar Saraf- Non Executive Director (Upto September 19, 2024)
7. Thyagarajan Muralidharan - Independent Director (w.e.f December 18, 2024)

(iii) Entities over which shareholders, key management personnel exercise control or significant influence (Promoter Entity)

1. Hinshitsu Manufacturing Private Limited
2. Agilemed Investments Private Limited
3. Lone Furrow Investments Private Limited

(iv) Employee Benefit Plans

1. Medplus Employees Group Gratuity Assurance Scheme
2. Optival Employees Group Gratuity Assurance Scheme

(b) Related party transactions during the year ended

Particulars	March 31, 2025	March 31, 2024
(i) Enterprises over which shareholders, key management personnel exercise control or significant influence		
1. Hinshitsu Manufacturing Private Limited		
Purchase of Property, plant and equipment	14.30	-
Other Repair and Maintenance received	2.68	19.55
Purchase of maintenance Items	0.06	0.43
Sale of Property, plant and equipment	-	10.02
Rental income	0.75	0.71
Purchase of Stock-in-trade	-	0.12
Lease payments	2.97	2.70
Reimbursement of expenses received	0.09	2.06
2, Agilemed Investments Private Limited		
Rental income	-	0.03
3. Bhaskar Reddy Hospitals		
Hospital Profit Commission	5.54	5.55

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(All amounts in Indian Rupees in millions except for share data or otherwise stated)

43. Related party Disclosure (Contd)

Particulars	March 31, 2025	March 31, 2024
(ii) Key Management Personnel		
1. G. Madhukar Reddy		
a Managerial remuneration		
Short-term employee benefits	4.00	4.00
Post employment benefits	0.37	0.20
b. Rent	3.58	3.15
2. C. Bhaskar Reddy		
a. Managerial remuneration		
Short-term employee benefits	11.59	5.01
Post employment benefits	0.36	0.20
3. Sujit Kumar Mahato		
a. Remuneration		
Short-term employee benefits	14.01	13.71
Post employment benefits	0.44	0.04
b. Share-based payment expense	6.03	7.22
4. Manoj Kumar Srivastava		
a. Remuneration		
Short-term employee benefits	4.84	5.01
Post employment benefits	0.18	0.01
b. Share-based payment expense	1.62	0.47
5. Sitting fee paid to directors	**5.70**	**7.25**
(iii) Employee Benefit Plans		
1. MedPlus Employees Group Gratuity Assurance Scheme		
Employer contributions	6.57	6.03
2. Optival employees group gratuity assurance scheme		
Employer contribution paid	79.50	33.04

(c) Balances (Receivable) / Payable

Particulars	March 31, 2025	March 31, 2024
(i) Key Management Personnel		
1. G. Madhukar Reddy	1.58	1.65
2. C. Bhaskar Reddy	3.78	1.82
3. Sujit Kumar Mahato	1.00	0.63
4. Manoj Kumar Srivastava	0.38	0.60
(ii) Entities over which shareholders, key management personnel exercise control or significant influence		
1. Hinshitsu Manufacturing Private Limited	(3.11)	8.84
(iii) Employee Benefit Plans		
1. MedPlus Employees Group Gratuity Assurance Scheme	13.58	8.48
2. Optival employees group gratuity assurance scheme	179.79	111.55

Note:1.

All transactions with these related parties are priced on an arm's length basis and are to be settled in cash. All the outstanding balances are unsecured, interest free. The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.
2. Managerial remuneration does not include post employment benefit which is determined for Group as whole.

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

44. Fair Values

Refer Note 2.2(q) for accounting policy on Financial Instruments.

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments:

Particulars		Carrying value		Fair value	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Financial assets					
Financial assets at amortised cost:					
a)	Trade receivables	132.71	175.04	132.71	175.04
b)	Cash and cash equivalents	860.52	912.09	860.52	912.09
c)	Bank balances other than above	2,811.66	504.73	2,811.66	504.73
d)	Others	1,734.90	1,152.76	1,734.90	1,152.76
Total Financial assets		**5,539.79**	**2,744.62**	**5,539.79**	**2,744.62**
Financial liabilities					
Financial liabilities at amortised cost:					
a)	Borrowings	-	-	-	-
b)	Trade payables	2,989.59	2,530.35	2,989.59	2,530.35
c)	Lease liabilities	11,198.02	10,095.69	11,198.02	10,095.69
d)	Others	838.45	714.77	838.45	714.77
Total Financial Liabilities		**15,026.06**	**13,340.81**	**15,026.06**	**13,340.81**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

45. Fair value hierarchy

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets, other financial liabilities and lease liabilities subsequently measured at amortised cost is not significant in each of the years presented. For all other amortised cost instruments, carrying value represents the best estimate of fair value.

46. Financial risk management

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include lease rental deposits, loans, trade receivables, cash and cash equivalents and other bank balances that derive directly from its operations.

The Group's activities expose it to financial risks i.e., credit risk and liquidity risk. The Group's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors is responsible for overseeing the Group's risk assessment and management policies and processes.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness

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(All amounts in Indian Rupees in millions except for share data or otherwise stated)

46. Financial risk management (Contd)

of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Group result in material concentration of credit risk, except for trade receivables.

Trade and other receivables

Generally the Company operates on Cash and Carry model, however sale to certain institutional customers are made on credit. Credit terms are generally 30 to 60 days. The customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the individual credit limits as defined in accordance with this assessment and outstanding customer receivables are regularly monitored. The Group's receivables turnover is quick and historically, there was no significant defaults on account of those customer in the past. Ind AS requires an entity to recognise in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109.

The Group assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information.

Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed on periodic basis. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

Exposure to credit risk:

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹137.40 and ₹181.53 as of March 31, 2025 and March 31, 2024 respectively, being the total of the carrying amount of balances with trade receivables.

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Less than 180 days	More than 180 days	Total
As at March 31, 2025	76.14	61.26	137.40
As at March 31, 2024	124.25	57.28	181.53

The following table summarizes the changes in the allowances for doubtful accounts for trade receivables :

Particulars	March 31, 2025	March 31, 2024
At the beginning of the year	**6.49**	**6.45**
Provision for Impairment	1.25	0.87
Receivables written off during the year as uncollectible	(0.15)	-
Unused amounts reversed	(2.90)	(0.83)
At the end of the year	**4.69**	**6.49**

Other financial instruments including cash deposits

Credit risk from balances with banks is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the authorised person. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

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46. Financial risk management (Contd)

Liquidity risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
March 31, 2025:				
Trade payables	2,989.59	-	-	2,989.59
Other financial liabilities	833.87	4.58	-	838.45
Lease liabilities	2,334.45	9,372.09	3,834.48	15,541.02
	6,157.91	9,376.67	3,834.48	19,369.06

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
March 31, 2024:				
Borrowings	-	-	-	-
Trade payables	2,530.35	-	-	2,530.35
Other financial liabilities	705.42	9.35	-	714.77
Lease liabilities	2,119.17	7,290.85	5,154.06	14,564.08
	5,354.94	**7,300.20**	**5,154.06**	**17,809.20**

47. Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure in consideration to the changes in economic conditions and the requirements of the financial covenants. The Group's monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, borrowings including interest accrued on borrowings less cash and short-term deposits.

Particulars	March 31, 2025	March 31, 2024
Borrowings including interest accrued on borrowings	-	-
Less: Cash and cash equivalents	860.52	912.09
Less: Other bank deposits	750.38	285.02
Net debt	**(1,610.90)**	**(1,197.11)**
Equity	239.39	239.07
Other Equity	17,166.22	15,540.25
Total Equity	**17,405.61**	**15,779.32**
Gearing ratio (Net Debt/ (Net Debt+Total Equity))*	-	-

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and

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borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

The Group has no outstanding borrowings as at March 31, 2025 and March 31, 2024

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2025.

*The Company does not have any borrowings, hence the gearing ratio is Nil.

48. Details of Corporate Social Responsibility (CSR) expenditure

Particulars	March 31, 2025	March 31, 2024
(a) Gross amount required to be spent by the Group during the year	16.38	16.50
(b) Amount approved by the Board to be spent during the year	16.38	16.50
(c) Amount spent during the year (in cash)		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	16.38	16.50
(d) (Shortfall) / Excess at the end of the year	-	-
(e) Total of previous years shortfall	-	-
(f) Details of related party transactions	-	-
(g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year.	-	-
(h) Reason for shortfall:	NA	NA
For the year ending March 31, 2025 and March 31, 2024 : No shortfall	-	-
Nature of CSR activities: i) Education ii) Environmental sustainability iii) Payment to Prime minister national relief fund iv) Rural development v) Protection of national heritage, art and culture vi) Promotion of healthcare including preventive health care	-	-

49. Segment information

Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments results are reviewed regularly by the Group's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Managing Director is the Group CODM within the meaning of Ind AS 108.

The Group has two reportable segments, as described below, which are the Group's strategic business units. These business units offer different products and services and are managed separately because they require different

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technology and marketing strategies. For each of the business units, the Group's management reviews internal management reports on regular basis.

The following summary describes the operations in each of the Group's reportable segments:

Reportable segments	Operations
Retail	Trading of pharmaceuticals and general items through its retail stores and online platform
Diagnostics	Diagnostic services, pathological services and laboratory testing services
Others	Insurance broking services

Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's CODM. Segment profit is used to measure performance as Management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Particulars	March 31, 2025					March 31, 2024				
	Retail	Diagnostics	Others	Unallocated	Total	Retail	Diagnostics	Others	Unallocated	Total
REVENUE										
External sales	59,782.97	1,081.07	10.60	-	60,874.64	54,977.39	748.85	9.18	-	55,735.42
Inter-segment sales	-	-		-	-	-				-
Total revenue	**59,782.97**	**1,081.07**	**10.60**	**-**	**60,874.64**	**54,977.39**	**748.85**	**9.18**	**-**	**55,735.42**
Less: Eliminations	-	-	-	-	-	-	-	-	-	-
Other operating revenue	485.89	-	-	-	485.89	513.13	-	-	-	513.13
Total Revenue from operations	**60,268.86**	**1,081.07**	**10.60**	**-**	**61,360.53**	**55,490.52**	**748.85**	**9.18**	**-**	**56,248.55**
Segment results	1,759.71	(109.76)	4.89	-	1,654.84	916.25	(318.10)	1.17		599.32
Unallocated expeses / Income	-	-	-	-	-	-	-		-	-
Interest expense	-	-	-	(0.59)	(0.59)	(0.18)	-		(0.47)	(0.65)
Interest income	-	-	-	178.64	178.64	-	-		135.77	135.77
Profit before tax					**1,832.89**					**734.44**
Tax benefit / (expenses)					(330.56)					(78.66)
Profit for the year					**1,502.33**					**655.78**
OTHER INFORMATION										
Segment assets	26,994.85	1,444.98	7.77	5,153.35	33,600.95	26,171.18	1,633.34	22.64	2,220.85	30,048.01

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Particulars	March 31, 2025					March 31, 2024				
	Retail	Diagnostics	Others	Unallocated	Total	Retail	Diagnostics	Others	Unallocated	Total
Total assets					**33,600.95**					**30,048.01**
Segment liabilities	15,289.58	911.18	1.20	-	16,201.96	13,309.03	963.63	1.76	-	14,274.42
Total liabilities					**16,201.96**					**14,274.42**
Capital expenditure	549.67	44.83	-	-	**594.50**	768.76	75.22	0.01	-	**843.99**
Depreciation and amortization expense	2,266.76	231.00	0.67	-	**2,498.43**	2,030.76	210.71	0.67	-	**2,242.14**
Interest Income	81.25	-	0.02	178.64	**259.91**	71.56	2.04	0.01	135.77	**209.38**
Finance Cost	1,025.22	-	0.05	0.59	**1,025.86**	887.57	76.24	0.05	0.47	**964.33**
Non-cash expenses other than depreciation	946.15	92.23	0.75	-	**1,039.13**	1,205.72	113.76	0.75	-	**1,320.23**

(A) Analysis of revenue by geography

The group operates within india and does not have operations in economic environments with different risks and returns. Hence, no separate financial disclosures are provided in respect of its geographical segment.

(B) Information about revenue from major customers which is included in revenue

There are no transactions with single external customer which amounts to 10% or more of the Group's revenue.

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

50. Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013 - General instructions for the preparation of consolidated financial statements

Name of Entity	Net Assets i.e., Total Assets minus total liabilities		Share in profit or loss		Share in Other Comrehensive Income		Share in Total Comrehensive Income	
	% of Net of Consolidated Net Assets	₹	% of Net of Consolidated profit & Loss	₹	% of Other Comprehensive Income	₹	% of Total Comprehensive Income	₹
MedPlus Health Services Limited								
Balance as at March 31, 2025	71.26%	12,403.47	26.85%	403.35	136.99%	2.00	26.96%	405.35
Balance as at March 31, 2024	75.27%	11,876.51	14.40%	94.40	-790.91%	4.35	15.07%	98.75
Subsidiaries in India								
Optival Health Solutions Private Limited ('OHSPL')								
Balance as at March 31, 2025	75.96%	13,222.07	71.49%	1,074.00	-80.82%	(1.18)	71.34%	1,072.82
Balance as at March 31, 2024	76.64%	12,092.65	79.15%	519.07	881.82%	(4.85)	78.48%	514.22
Wynclark Pharmaceuticals Private Limited ('WPPL')								
Balance as at March 31, 2025	1.07%	186.59	0.58%	8.69	0.00%	-	0.58%	8.69
Balance as at March 31, 2024	1.13%	177.90	4.79%	31.44	0.00%	-	4.80%	31.44
Nova Sud Pharmaceuticals Private Limited('NPPL')								
Balance as at March 31, 2025	0.37%	64.24	-0.04%	(0.58)	0.00%	-	-0.04%	(0.58)
Balance as at March 31, 2024	0.41%	64.82	0.33%	2.19	0.00%	-	0.33%	2.19
Sai Sridhar Pharma Private Limited ('SSPPL')								
Balance as at March 31, 2025	1.00%	174.52	0.71%	10.65	10.96%	0.16	0.72%	10.81
Balance as at March 31, 2024	1.04%	163.71	2.81%	18.42	-65.45%	0.36	2.87%	18.78
Venkata Krishna Enterprises Private Limited ('VKEPL')								
Balance as at March 31, 2025	1.71%	298.50	1.60%	23.99	-5.48%	(0.08)	1.59%	23.91
Balance as at March 31, 2024	1.74%	274.10	5.76%	37.76	34.55%	(0.19)	5.73%	37.57
Deccan Medisales Private Limited ('DMPL')								
Balance as at March 31, 2025	0.47%	82.12	0.28%	4.20	17.12%	0.25	0.30%	4.45
Balance as at March 31, 2024	0.49%	77.67	1.12%	7.35	16.36%	(0.09)	1.11%	7.26
Shri Banashankari Pharma Private Limited ('SBPPL')								
Balance as at March 31, 2025	0.00%	0.69	-0.01%	(0.08)	0.00%	-	-0.01%	(0.08)
Balance as at March 31, 2024	0.00%	0.78	0.00%	(0.02)	0.00%	-	0.00%	(0.02)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

Name of Entity	Net Assets i.e., Total Assets minus total liabilities		Share in profit or loss		Share in Other Comrehensive Income		Share in Total Comrehensive Income	
	% of Net of Consolidated Net Assets	₹	% of Net of Consolidated profit & Loss	₹	% of Other Comprehensive Income	₹	% of Total Comprehensive Income	₹
Sidson Pharma Distributors Private Limited (SPDPL')								
Balance as at March 31, 2025	0.50%	86.88	0.42%	6.37	21.23%	0.31	0.44%	6.68
Balance as at March 31, 2024	0.51%	80.11	1.31%	8.60	23.64%	(0.13)	1.29%	8.47
Kalyani Meditimes Private Limited ('KMT')								
Balance as at March 31, 2025	-0.14%	(24.03)	-0.56%	(8.38)	0.00%	-	-0.56%	(8.38)
Balance as at March 31, 2024	-0.10%	(15.64)	-1.40%	(9.19)	0.00%	-	-1.40%	(9.19)
ClearanceKart Private Limited								
Balance as at March 31, 2025	0.00%	(0.08)	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Balance as at March 31, 2024	0.00%	(0.06)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
MedPlus Insurance Brokers Private Limited								
Balance as at March 31, 2025	0.15%	25.32	0.29%	4.34	0.00%	-	0.29%	4.34
Balance as at March 31, 2024	0.12%	19.21	0.26%	1.71	0.00%	-	0.26%	1.71
Minority interests in all subsidiaries								
Balance as at March 31, 2025	-0.04%	(6.62)	-0.06%	(0.89)	0.00%	-	-0.06%	(0.89)
Balance as at March 31, 2024	-0.04%	(6.77)	0.16%	1.04	0.00%	-	0.16%	1.04
Consolidation adjustments								
Balance as at March 31, 2025	-52.18%	(9,082.74)	-1.26%	(18.99)	0.00%	-	-1.26%	(18.99)
Balance as at March 31, 2024	-57.52%	(9,075.53)	-8.40%	(55.06)	0.00%	-	-8.40%	(55.06)
Total								
Balance as at March 31, 2025	100.00%	17,405.61	100.00%	1,502.33	100.00%	1.46	100.00%	1,503.79
Balance as at March 31, 2024	100.00%	15,779.32	100.00%	655.77	100.00%	(0.55)	100.00%	655.22

Notes

1) Net assets means total assets minus total liabilities excluding shareholders funds. Net assets and share in profit or loss for the parent company and subsidiaries are as per the standalone financials of the respective entities.

2) The disclosure as above represents separate information for each of the consolidated entities before elimination of inter–company transactions. The net impacts on elimination of inter–company transactions/profits/consolidation adjustments have been disclosed separately.

Consolidated Financial Statements (Contd.)

Notes to Consolidated Financial Statements for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

51. The Group does not have any has long term contracts or derivative contracts on which material foreseeable losses were noted.

52. Other statutory information

(i) Based on the available information, the Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013

(ii) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13 November 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

(iii) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(iv) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vi) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vii) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Comapany shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(viii) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix) The group has complied with the number of layers prescribed under the Companies Act, 2013.

(x) The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) do not have any Core Investment Company

53. Initial Public Offer and Utilization of Proceeds

The Company has completed its Initial Public Offering (IPO) during the financial year ended March 31, 2022, issuing 17,573,342 equity shares with a face value of ₹2 each. These shares were subsequently listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE). The IPO consisted of a Fresh Issue of 7,544,511 equity shares, raising ₹6,000.00 million, and an Offer for Sale of 10,028,831 equity shares by existing shareholders, amounting to ₹7,982.95 million. Initially, the estimated Offer expenses were projected at ₹536.83 million in the Prospectus. However, during the current financial year, the final actual expenses were determined to be ₹521.16 million, slightly lower than the original estimate. These expenses have been allocated proportionately between the Company and the selling shareholders, based on their respective offer sizes. The Company's share of

Notes to Consolidated **Financial Statements** for the year ended March 31, 2025

(All amounts in Indian Rupees in millions except for share data or otherwise stated)

the final expenses, amounting to ₹210.67 million, has been adjusted against the Securities Premium account in accordance with the provisions of the Companies Act, 2013. The net proceeds received from the IPO will be utilized for investment in a subsidiary to meet its working capital requirements and for general corporate purposes.

The utilization of IPO proceeds received by the Parent Company (Net of IPO related expense) is summarized below:

Objects as per Prospectus	Planned utilisation as per Prospectus	Utilisation up to March 31, 2025	Unutilised amount as on March 31, 2025*
i) Investment in Subsidiary, Optival Health Solutions Private Limited towards their working capital requirements	4,671.70	4,671.70	-
ii) General Corporate Purposes	1,117.63	448.53	669.10
Total	**5,789.33**	**5,120.23**	**669.10**

* As of March 31, 2025, the unutilized IPO proceeds amounting to ₹669.10 million are held as follows:

- ₹662.50 million in fixed deposits with scheduled commercial banks
- ₹6.60 million in the Company's IPO Escrow Account

54. Government Grant

Other income includes incentives against skill development under National Apprenticeship Promotion Scheme of ₹ Nil (March 31, 2024, ₹9.98).

As per our report of even date attached.

For **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number 128510W

Arpan Jain
Partner
Membership Number: 125710

Date: May 27, 2025
Place: Hyderabad

For and on behalf of the Board of Directors of
MedPlus Health Services Limited

G. Madhukar Reddy
Managing Director & CEO
DIN: 00098097

C. Bhaskar Reddy
Whole time Director
DIN:00926550

Sujit Kumar Mahato
Chief Financial Officer
Date: May 27, 2025
Place: Hyderabad

Manoj Kumar Srivastava
Company Secretary
Date: May 27, 2025
Place: Hyderabad

Notes

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MEDPLUS HEALTH SERVICES LIMITED

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