

NOTICE

NOTICE is hereby given that (02nd) Annual General Meeting of the members of Medistep Healthcare Limited will be held on **Tuesday, 30th September, 2025 at 12:00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1- To Consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the reports of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited standalone financial statements of the Company, comprising of the balance sheet as at March 31, 2025, the statement of profit and loss, cash flow statement and statement of equity, together with notes thereto, for the financial year ended March 31, 2025 and the reports of the board of directors and the auditors thereon, be and hereby approved and adopted."

ITEM NO. 2. - To re-appoint Ms. Hetalben Girdharilal Prajapat (DIN: 10190667) who retires by rotation, and being eligible, offers herself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder including any amendment(s), statutory modification(s) or re-enactments(s) thereof for the time being in force, read with the Articles of Association of the Company, Ms. Hetalben Girdharilal Prajapat (**DIN: 10190667**), who retires by rotation, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed."

ITEM No. 3.- To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), and subject to the recommendation of Board of Directors and Audit committee held on **05.07.2025**, consent of the members of the Company be and is hereby accorded for the appointment of **M/s Mukesh Mishra & Co., Chartered Accountants (Firm Registration Number: 016868C)**, as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s Kapish Jain & Associates, Chartered Accountants, (Firm Registration Number: 022743N), appointed to hold office until the conclusion of this 02nd Annual General Meeting, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), **M/s Mukesh Mishra & Co, Chartered Accountants (Firm Registration Number: 016868C)** be and are hereby appointed as the Statutory Auditors of the Company for a term of

five consecutive years from the conclusion of this 02nd Annual General Meeting ("AGM") till the conclusion of the 07th AGM to be held in the year 2030, at such remuneration plus out of pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, proper or expedient to give effect to this resolution, including but not limited to filing necessary forms with the Registrar of Companies and taking all other necessary actions in this regard."

SPECIAL BUSINESS

ITEM No. 5 To Re-appoint Mr. Girdhari Lal Prajapat as the Managing Director of the Company with effect from February 15, 2026 to February 14, 2031 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, the Company's Policy on Appointment and Remuneration of Directors and Senior Management, and basis the recommendation of the Nomination and Remuneration Committee ("**NRC**") and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Girdhari Lal Prajapat (**DIN: 09513219**) as the Managing Director of the Company, liable to retire by rotation, for a further period of 5 (five) years with effect from 15 February 2026 to 14 February 2031 (both days inclusive) on the basic salary of ₹ 6,00,000/- p.a. and on such terms and conditions as may be decided by the board;

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**By Order of the Board
For Medistep Healthcare Limited**

**Date: 08.09.2025
Place: Ahmedabad**

**Sd/-
Sashi Kala Bhutra
Company Secretary & Compliance Officer
M. No.: A73544**

NOTES:-

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto and forms part of this Notice.
2. Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA"), and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI read with other relevant circulars, notifications, guidelines issued by MCA and SEBI (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (collectively referred to as "Circulars"), companies are allowed to convene their AGM through VC or OAVM, without the physical presence of members at a common venue. Accordingly, in compliance with the aforesaid Circulars, AGM of the Company is being held through VC/ OAVM. The members are requested to attend and participate in the AGM through VC/ OAVM.
3. The Circulars have dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the shareholders. Accordingly, this Notice, along with the Annual Report for the financial year ended March 31, 2025 ("Annual Report for F.Y. 2024- 25"), is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ registrar and share transfer agent ("RTA")/ depositories/ depository participants ("DP") as on Friday, September 05, 2025.
4. In accordance with the SS-2 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.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI, Regulation 44 of the SEBI Listing Regulations (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Circulars, the Company is providing facility of voting through electronic means to its shareholders in respect of the business(es) to be transacted at the AGM. Accordingly, the shareholders may either vote through remote e-voting facility provided by the Company ("**Remote e-voting**") or through e-voting facility at the AGM as ("Voting at the AGM"), collectively referred to as ("**e-Voting**").
6. The board of directors of the Company ("**Board**") has appointed Mr. Amit Saxena, (Membership No.: ACS 29918, CP No.: 11519), Partner, M/s Amit Saxena and Associates, Company Secretaries, as the scrutinizer ("Scrutinizer") to scrutinize the voting process in a fair and transparent manner. The Board has appointed Central Depositories Services (India) Limited (CDSL) as the e-voting agency for facilitating e-Voting.
7. Members who have cast their vote(s) by Remote e-voting may also attend and participate in the AGM through VC/ OAVM means but shall not be entitled to cast their vote(s) again.
8. Members who will be attending/ participating in the AGM through VC/ OAVM facility and have not cast their vote(s) on the resolutions through Remote e-voting and are otherwise not barred in doing so, shall be eligible for Voting at the AGM.

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9. Members may note that the Notice and Annual Report for the F.Y. 2024-25 is also available on the Company's website <https://www.medistephc.com/> , website of the stock exchanges i.e. NSE Limited at www.nseindia.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Any member desirous of obtaining the physical copy of the said Notice and Annual Report for F.Y. 2024-25, may write a request to the Company at medistephealthcare.ltd@gmail.com or for faster redressal of investor queries, Cameo Corporate Services limited., Chennai, the RTA of the Company, introduced an online investor services management portal "WISDOM". Members can click the link <https://wisdom.cameoindia.com/> to lodge their query.
10. The AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of the members at a common venue, therefore, the facility for appointment of proxy by the members to attend and cast vote(s) is not available for AGM. Hence the proxy form, and attendance slip including route map are not annexed to this Notice. The Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote(s) through e-Voting.
11. Members of the Company, whose names appear in the register of members / list of beneficial owners as on Friday, September 05, 2025 ("Cut-off date") are entitled for e-Voting on resolutions set forth in this Notice. Any holder of shares in physical form, or any individual or non-individual member, who acquires shares and becomes a member of the Company after dispatch of this Notice and holds shares as on the Cut-off date, may cast vote by following the process provided in this Notice for Remote e-voting and Voting at the AGM.
12. Members can join the AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on a first come first served basis. Large shareholders (shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.
13. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Voting rights of members shall be in proportion to the paid-up equity share capital of the Company held by them, as on the Cut-off date i.e. Tuesday 23, September 2025. In the case of joint holders, the member whose name appears as the first holder in the order of the names as per the register of members of the Company/ records of the depository as on cut-off date will be entitled to vote at the meeting.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements maintained under Section 189 of the Act and also any other document as mentioned in the notice shall be made available for inspection electronically by the members during the AGM. Members seeking to inspect such documents can send an email to medistephealthcare.ltd@gmail.com.

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16. Brief profile of the director and Auditors to be re-appointed including information required pursuant to Regulation 36 of the SEBI Listing Regulations read with the applicable provisions of SS-2 issued by the ICSI, is annexed as **Annexure-A** and **Annexure-B**.
17. Nomination facility as per the provisions of section 72 of the Act is available to members holding shares in the Company. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members holding shares in demat form may approach their respective DP to complete the nomination formalities.
18. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, bank mandate details, etc. to their respective DPs in case the shares are held in demat form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document(s). Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
19. The Register of Members and Share Transfer Books of the Company will remain closed from, **Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both day inclusive)**.
20. **Remote e-voting**

The Remote e-voting period shall commence on **Saturday, September 27, 2025 at 9.00 A.M. (IST) and ends on Monday, September 29, 2025 at 5.00 P.M. (IST)**. The said Remote e-voting module shall be disabled by CDSL for voting immediately thereafter. During this period, members of the Company holding shares either in physical form or in demat form, as on the Cut-off date i.e. **Tuesday, September 23, 2025**, may cast their vote by Remote e-voting. A person who is not a member on the Cut-off date should treat this Notice for information purposes only.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) **The voting period begins on Saturday, September 27, 2025 at 9:00 A.M. and ends on Monday, September 29, 2025 at 5:00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Tuesday, September 23, 2025 may cast their vote electronically**. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting

facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the eVoting service providers' website directly</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile</p>

	& Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the eServices website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues

related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website i.e. **www.evotingindia.com**.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
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(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of the **MEDISTEP HEALTHCARE LIMITED**

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; medistephealthcare.ltd@gmail.com (designated e-mail address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at medistephealthcare.ltd@gmail.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at medistephealthcare.ltd@gmail.com These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting

System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on **1800 22 55 33**.

Date: September 08, 2025
Place: Ahmedabad

By Order of the Board
For Medistep Healthcare Limited

Sd/-
Sashi Kala Bhutra
Company Secretary & Compliance Officer
M. No.: A73544

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

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under resolution of the accompanying Notice.

ITEM NO. 5

The Members of the Company had, at the Extra-Ordinary Meeting held on 15 February 2025, approved the appointment of Mr. Girdhari Lal Prajapat (DIN: 09513249) as the Managing Director of the Company, liable to retire by rotation, for a period of 1 (One) year with effect from 15 February 2025 to 14 February 2026 (both days inclusive) together with the terms and conditions of his appointment and remuneration payable to him. The Board of Directors at its meeting held on September 05, 2025 has pursuant to the recommendation of the Nomination & Remuneration Committee ("**NRC**"), approved re-appointment and terms of re-appointment of Mr. Girdhari Lal Prajapat as the Managing Director of the Company for a period of 5 (five) years with effect from 15 February 2026 to 14 February 2031 (**both days inclusive**) and recommended to the Members of the Company his re-appointment.

The Audit Committee has approved the terms and conditions of his re-appointment, as he being a Key Managerial Personnel, is a related party.

Brief profile of Mr. Girdhari Lal Prajapat is as follows:

He is Managing director of Medistep Healthcare Limited and Founder of the company. He is a Bachelor of Pharmacy graduate from Rajasthan University of Health Sciences, Jaipur, with over 12 years of experience in the pharmaceutical industry. He began his career in the production department at Cadila Pharmaceuticals and advanced through various roles in sales and marketing as an apprentice trainee. Additionally, he was also associated with AIMS Hospital, Paldi, Ahmedabad, as a pharmacist. Mr. Prajapat oversees business expansion and overall management of the company.

The key terms and conditions of Mr. Girdhari Lal Prajapat's re-appointment as the MD are as follows:

Tenure of Re-appointment

The re-appointment as Managing Director is for a period of five years with effect from from 15 February 2025 to 14 February 2026 (both days inclusive).

Nature of Duties

The MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Remuneration

a) Basic Salary

Basic Salary of Rs. 6,00,000/- p.a. with effect from April 1, 2026.

b) Benefits, Perquisites & Allowances:

In addition to the basic salary referred to in (a) above, Mr. Girdhari shall be entitled to provision of rent-free residential accommodation (furnished or otherwise) with the company bearing related costs, or alternatively, payment of house rent allowance.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Act as amended / replaced and as in force from time to time.

c) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, performance linked incentives/ bonus and Long-Term incentive as specified above, subject to such further approvals as may be required'

Other terms of reappointment

The terms and conditions of the re-appointment of Mr. Girdhari as provided in this agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Girdhari, subject to such approvals as may be required.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Girdhari Lal and Hetalben Girdharilal Prajapati are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members

**By Order of the Board
For Medistep Healthcare Limited**

**Date: 08.09.2025
Place: Ahmedabad**

**Sd/-
Sashi Kala Bhutra
Company Secretary & Compliance Officer
M. No. A73544**

'ANNEXURE A'

Additional Information of Director seeking appointment/re-appointment at the (02nd) Annual General Meeting (AGM) [Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name	Hetalben Girdharilal Prajapati	Girdhari Lal Prajapat
DIN	10190667	09513249
Age	33 Years	37 Years
Date of Birth	June 15, 1992	November 16, 1988
Date of first Appointment	05/06/2023	05/06/2023
Qualifications	IX Passed	Bachelor in Pharmacy from Rajasthan University of Health Sciences, Jaipur
Terms and conditions of appointment or reappointment	As decided by the Board	As decided by the Board
Remuneration sought to be paid and remuneration last drawn	No Remuneration to be paid for Financial Year 2025-2026	Rs. 6,00,000 p.a.
Brief Resume	Six years of experience in the pharmaceutical industry, with expertise in sales, inventory management, and market operations. She began her career as a Sales Executive at Nand Kishor Medical and General Store (2014-2016), where she gained in-depth product knowledge and customer management skills. She later started her own proprietorship firm, MG Pharma, which got acquired by Medistep Healthcare Limited. Currently, she is a Non-Executive Director on the Board of Medistep 187 Healthcare Limited, contributing her industry insights and operational experience to the company's strategic growth.	He is a Bachelor of Pharmacy graduate from Rajasthan University of Health Sciences, Jaipur, with over 12 years of experience in the pharmaceutical industry. He began his career in the production department at Cadila Pharmaceuticals and advanced through various roles in sales and marketing as an apprentice trainee. Additionally, he was also associated with AIMS Hospital, Paldi, Ahmedabad, as a pharmacist. Mr. Prajapat oversees business expansion and overall management of the company
Expertise in specific functional area	6+ years of Experience	12 + years of Experience
Directorship in other Companies	NIL	NIL
Membership / Chairmanship of Committees across all Public Companies *	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Wife of Mr. Girdhari Lal	Husband of Ms. Hetalben
No. of shares held in the Company either by self or on a beneficial basis for any other person	7116400	1411800

‘ANNEXURE – B’

Details of the Auditors being re-appointed at the 02nd Annual General Meeting of the Company as per Regulation 36 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	M/s. Mukesh Mishra & Co.
Proposed fees payable to the statutory auditor along with terms of appointment	As discussed between the Board and Auditor
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Due to expertise in the field of Management and Accountancy Firm Name: Mukesh Mishra & Co. Firm PAN: ABTFM2176P FRN No: 016868C