



Adding Smiles To Life

To,
National Stock Exchange of India Ltd.
Plaza, C 1, Block G,
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400 051, Maharashtra, India.

Company Symbol: QMSMEDI

ISIN: INE0FMW01018

Ref: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Sub: Binding Term Sheet between the Company, Ranjeeta Vinil and Saarathi Healthcare Private Limited.

Pursuant to Regulation 30 read with Schedule III Part A, Para A, Point 1 of SEBI Listing Regulations, this is to inform you that QMS MEDICAL ALLIED SERVICES LIMITED ('the Company') has agreed to:

- i. Acquire upto 8,25,000 shares and Cash Assets of M/s. Saarathi Healthcare Private Limited, by way of secondary acquisition, in one or more tranches, for a consideration of (i) INR 17,59,00,000/- (Indian Rupees Seventeen Crore Fifty-Nine Lakhs Only) plus net cash surplus as on cut-off date for the first tranche representing 51.00% of the total issued, subscribed and paid-up share capital of the Company amounting to 4,20,750 (Four Lakh Twenty Thousand Seven Hundred and Fifty) equity shares of Saarathi Healthcare Private Limited; and (ii) The Company shall further acquire 25% (Twenty-Five Percent) of the total issued, subscribed and paid-up share capital of the Company amounting to 2,06,250 (Two Lakh Six Thousand Two Hundred and Fifty) Equity Shares and consideration at an agreed FY 2024-25 EBIDTA multiple based valuation and upon the terms and conditions as agreed under the term sheet executed between the Parties (iii) The Company shall further acquire 24% (Twenty-Four Percent) of the total issued, subscribed and paid-up share capital of the Company amounting to 1,98,000 (One Lakh Ninety Eight Thousand) Equity shares and consideration at an agreed FY 2025-26 EBIDTA multiple based valuation and upon the terms and conditions as agreed under the term sheet executed between the Parties;
- ii. the abovementioned proposed transaction shall deem to include the acquisition of Vivra Wellness Private Limited i.e., a 100% (Hundred Percent) subsidiary of the Saarathi Healthcare Private Limited.

For this purpose, Company has executed Termsheet with Saarathi Healthcare Private Limited.

The details required to be furnished in compliance with Regulation 30 read with Schedule III Part A, Para A, Point 1 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 is enclosed herewith as "**Annexure-A**".

You are requested to kindly take the afore-mentioned on record and oblige.

Thanking you,
Yours truly,

FOR QMS MEDICAL ALLIED SERVICES LIMITED

TORAL BHADRA
COMPANY SECRETARY
MEMBERSHIP NO.: A56927
DATE: OCTOBER 30, 2023
PLACE: MUMBAI

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

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CIN: U33309MH2017PLC299748; Email ID: mm@qmsmas.com



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"Annexure - A"

Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

Sr. No.	Particulars	Details
a)	Name of the target entity, details in brief such as size, turnover etc.	Name of the Target Company: Saarathi Healthcare Private Limited Revenue from Operations for Financial Year 2022-23: Rs. 5,990.23 Lakhs The Company is engaged in the business of running Disease management, early diagnosis, screening with POC devices and otherwise, disease awareness, access programs across therapy by using digital tools as well as physical interaction models. ("Business")
b)	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	No
c)	Industry to which the entity being acquired belongs	Healthcare Services
d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	In line with our key strategic priorities, the transaction will further expand Qms Medical Allied Services Limited total addressable market in the value-added of Healthcare business.
e)	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
f)	Indicative period for completion of the acquisition	The completion of acquisition will be decided in the definitive Agreement
g)	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration
h)	Cost of acquisition and/or the price at which the shares are acquired	(i) INR 17,59,00,000/- (Indian Rupees Seventeen Crore Fifty-Nine Lakhs Only) plus net cash surplus as on cut-off date for the first tranche representing 51.00% of the total issued, subscribed and paid-up share capital of the Company amounting to 4,20,750 (Four Lakh Twenty Thousand Seven Hundred and Fifty) equity shares of Saarathi Healthcare Private Limited; and (ii) The Company shall further acquire 25% (Twenty-Five Percent) of the total issued, subscribed and paid-up share capital of the Company amounting to 2,06,250 (Two Lakh Six Thousand Two Hundred

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		<p>and Fifty) Equity Shares and consideration at an agreed FY 2024-25 EBIDTA multiple based valuation and upon the terms and conditions as agreed under the term sheet executed between the Parties</p> <p>(iii) The Company shall further acquire 24% (Twenty-Four Percent) of the total issued, subscribed and paid-up share capital of the Company amounting to 1,98,000 (One Lakh Ninety Eight Thousand) Equity shares and consideration at an agreed FY 2025-26 EBIDTA multiple based valuation and upon the terms and conditions as agreed under the term sheet executed between the Parties</p>
i)	Percentage of shareholding / control acquired and / or number of shares acquired	upto 8,25,000 shares and Cash Assets of M/s. Saarathi Healthcare Private Limited, by way of secondary acquisition, in one or more tranches, together representing 100% of the issued and paid-up share capital (determined on a fully diluted basis) of Saarathi Healthcare Private Limited
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Saarathi Healthcare Private Limited is engaged in the business of running Disease management, early diagnosis, screening with POC devices and otherwise, disease awareness, access programs across therapy by using digital tools as well as physical interaction models. ("Business").</p> <p>The Company was incorporated on October 21, 2010 is headquartered at Thane, Maharashtra</p> <p>Details of last 3 years' turnover: 2022-2023: Rs. 5,990.23 Lakhs 2021-2022: Rs. 7,934.51 Lakhs 2020-2021: Rs. 6,871.84 Lakhs</p>

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