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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: Intimation for Amendment of Share Purchase Agreement in relation to acquisition of stake in Saarathi Healthcare Private Limited

Further to our intimation dated February 15, 2024, regarding the execution of the Share Purchase Agreement for the acquisition of a stake in Saarathi Healthcare Private Limited, we had initially informed you about the acquisition at a consideration of INR 49,00,00,000/- (Indian Rupees Forty-Nine Crore Only) for Tranche 1. This consideration has now been amended and agreed upon at INR 45,00,00,540/- (Indian Rupees Forty-Five Crore and Five Hundred and Forty Only) for Tranche 1. Accordingly, we wish to inform you that the Company has signed the Amendment Letter today.

The Amendment Letter is with respect to modifying the consideration and time period relating to Acquisition of Saarathi Healthcare Private Limited,

The detailed disclosure with respect to signing of the Amendment Letter is as under:

Sr. No.	Particulars	Details
a)	Name(s) of parties with whom the agreement is entered.	Share Purchase Agreement ("SPA") by QMS Medical Allied Services Limited (QMS), Ranjeeta Vinil, Vinil Venugopal and Saarathi Healthcare Private Limited. The Amendment Letter is between the same parties.
b)	Purpose of entering into the agreement.	The SPA records the terms of the agreement and inter-se rights and obligations and other connected matters in respect of acquisition of stake by QMS of Saarathi Healthcare Private Limited
c)	Shareholding, if any, in entity with whom agreement is executed	There is no shareholding in the target Company currently

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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d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares. Right to restrict any change in capital structure etc	The relevant disclosures have been made to the Stock Exchanges on February 15, 2024 as a part of intimation on signing the Share Purchase Agreement and Amendment made under Letter dated July 04, 2024
e)	Whether, the said parties are related to promoter/ promoter group/group companies in any manner. If yes, nature of relationship	The target Company is not related to promoter/ promoter group
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length".	No
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued.	The shares are being purchased from the selling shareholders. There is no subscription of new shares
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Nil
i)	In case of termination or amendment of agreement listed entity shall disclose additional details to the stock exchange(s):	Yes
a)	name of parties to the agreement;	The Amendment Letter has been entered into by the same parties to the Share Purchase Agreement i.e QMS Medical Allied Services Limited (QMS), Ranjeeta Vinil, Vinil Venugopal and Saarithi Healthcare Private Limited.
b)	nature of the agreement;	The Amendment Letter records the modification to the consideration and time period relating to acquisition of Saarithi Healthcare Private Limited under Clauses 2.1.18, 2.1.53, 7.2, 7.3, 7.5, 7.5.1. Annexure A of the SPA.
c)	date of execution of the agreement;	The Amendment Letter has been executed on July 3, 2024.
d)	details of amendment and impact thereof or reasons of termination and impact thereof.	1. The definition of Deferred Consideration under Clause 2.1.18 of the SPA shall stand deleted. 2. Clause 2.1.53 of the SPA shall stand amended as follows: Tranche 1 Consideration shall mean an amount of INR 45,00,00,540/- (Indian Rupees Forty-Five Crore and Five Hundred and Forty Only)

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as more particularly envisaged under Part A and Part B of Annexure A of the Letter of Amendment;"

3. Clause 7.2 of the SPA shall stand amended as follows:

"The Parties envisage that the Tranche 1 Closing shall take place on 31st July, 2024, or such earlier date as the Parties may mutually agree. The Parties shall therefore ensure that the CP Confirmation Certificate is issued on or before 15th July, 2024 or on such date as the Parties may mutually decide in writing. The Parties shall decide on the foregoing basis and agree in writing on the date on which Tranche 1 Closing shall take place ("Tranche 1 Closing Date"). However, the Purchaser shall remit a sum of INR 79,00,540 to the Sellers on or before 30th September, 2024 ("Milestone Payment")."

4. Clause 7.3 of the SPA as follows:

"The transactions contemplated under Clause 7.5 shall be deemed to occur simultaneously and no such transaction shall be considered as consummated unless all such transactions are consummated. The Parties further agree that if any of the actions provided for in Clause 7.5 have taken place on different days, the Business Day on which the last of such actions and/or conditions takes place shall be deemed to be the Tranche 1 Closing Date. Each of the Parties shall take all measures that may be required to ensure that all such actions are completed on the Tranche 1 Closing Date."

5. Clause 7.5.1. of the SPA as follows:

"Subject to Clause 17 hereinbelow, on the Tranche 1 Closing Date, the Purchaser shall have remitted the total Tranche 1 Consideration (subject to any adjustments in terms of this Agreement subject to deduction of taxes under Applicable Laws, if any) in the respective bank account of the Sellers, the details of the same as provided in Schedule III of this Agreement.

6. Annexure A stands amended as follows:

Part A:

<i>S. No.</i>	<i>Details</i>	<i>Amount (in INR)</i>	<i>Date of payment</i>
1.	<i>Tranche 1 Consideration</i>	<i>44,21,00,000</i>	<i>Tranche 1 Closing Date</i>

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		Part B:									
		<table border="1"><thead><tr><th><i>S. No.</i></th><th><i>Details</i></th><th><i>Amount (in INR)</i></th><th><i>Date of payment</i></th></tr></thead><tbody><tr><td>1.</td><td>Milestone Payment</td><td>79,00,540</td><td>September 30, 2024</td></tr></tbody></table>		<i>S. No.</i>	<i>Details</i>	<i>Amount (in INR)</i>	<i>Date of payment</i>	1.	Milestone Payment	79,00,540	September 30, 2024
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1.	Milestone Payment	79,00,540	September 30, 2024								

Kindly take the intimation on record and acknowledge receipt of the same.

Yours truly,

FOR QMS MEDICAL ALLIED SERVICES LIMITED

**TORAL BHADRA
COMPANY SECRETARY
MEMBERSHIP NO.: A56927
DATE: JULY 04, 2024
PLACE: MUMBAI**

QMS Medical Allied Services Ltd.

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