



Medplus Health Services Limited

**Date: 11<sup>th</sup> January 2023**

**BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001**

**National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (East), Mumbai – 400051**

Dear Sir/ Madam,

**Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-  
Approval of Scheme of Amalgamation.**

In Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, we would like to inform you that the Board of Directors of our Company at their meeting held on 10th January, 2023, approved the Scheme of Amalgamation ("Scheme") under Section 230 to Section 232 and other relevant provisions of the Companies Act, 2013 for amalgamation between MedPlus Health Services Limited ("Transferee Company") and MHS Pharmaceuticals Private Limited ("Transferor Company"), subject to requisite approvals. The Transferor Company is the wholly owned subsidiary of the Transferee Company.

We enclose herewith information as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 in Annexure-1.

This is for your information. You are requested to kindly note the same.

**For and on behalf of Medplus Health Services Limited**

**Shilpi Keswani  
Company Secretary**

 040-6724 6724

**Regd. off.** H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally,  
Hyderabad – 500037, Telangana, India

**CIN:** L85110TG2006PLC051845 | **Website:** www.medplusindia.com | **Email:** medplus@medplusindia.com



Medplus Health Services Limited

### **ANNEXURE-1**

#### **Details of the Scheme of Amalgamation of MedPlus Health Services Limited ('Transferee Company') and MHS Pharmaceuticals Private Limited ('Transferor Company'), 'Scheme'**

| S. N.                               | Particulars                                                                                                              | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |             |                               |                              |                                 |                    |                  |                                     |                 |                |
|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------|------------------------------|---------------------------------|--------------------|------------------|-------------------------------------|-----------------|----------------|
| 1.                                  | Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.          | <p>1. <u>MedPlus Health Services Limited</u> ("Transferee Company") bearing CIN No. L85110TG2006PLC051845, is a listed public company incorporated under the provisions of the Companies Act, 1956, having its registered office at H. No: 11-6-56, Survey No: 257 &amp; 258/1 Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad 500037, Telangana, India.</p> <p>2. <u>MHS Pharmaceuticals Private Limited</u> ("Transferor Company"), bearing CIN No. U24233TG2008PTC059624, is a private limited company incorporated under the provisions of the Companies Act, 1956 having its registered office at H. No: 11-6-56, Survey No: 257 &amp; 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad 500037, Telangana, India.</p> <table border="1"> <thead> <tr> <th>Particulars</th><th>Net-Worth<br/>as on 31.03.2022</th><th>Turnover<br/>as on 31.03.2022</th></tr> </thead> <tbody> <tr> <td>MedPlus Health Services Limited</td><td>11,12,78,95,955.00</td><td>145,71,33,931.00</td></tr> <tr> <td>MHS Pharmaceuticals Private Limited</td><td>22,07,05,171.00</td><td>7,00,64,775.00</td></tr> </tbody> </table> | Particulars | Net-Worth<br>as on 31.03.2022 | Turnover<br>as on 31.03.2022 | MedPlus Health Services Limited | 11,12,78,95,955.00 | 145,71,33,931.00 | MHS Pharmaceuticals Private Limited | 22,07,05,171.00 | 7,00,64,775.00 |
| Particulars                         | Net-Worth<br>as on 31.03.2022                                                                                            | Turnover<br>as on 31.03.2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |             |                               |                              |                                 |                    |                  |                                     |                 |                |
| MedPlus Health Services Limited     | 11,12,78,95,955.00                                                                                                       | 145,71,33,931.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |             |                               |                              |                                 |                    |                  |                                     |                 |                |
| MHS Pharmaceuticals Private Limited | 22,07,05,171.00                                                                                                          | 7,00,64,775.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |             |                               |                              |                                 |                    |                  |                                     |                 |                |
| 2.                                  | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length" | Yes. The Transferor Company is wholly owned subsidiary company of the Transferee Company. However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated July 17, 2014 that the transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |             |                               |                              |                                 |                    |                  |                                     |                 |                |

040-6724 6724

**Regd. off.** H. No: 11-6-56, Survey No: 257 & 258/1, Opp: IDPL Railway Siding Road, Moosapet, Kukatpally, Hyderabad – 500037, Telangana, India

**CIN:** L85110TG2006PLC051845 | **Website:** www.medplusindia.com | **Email:** medplus@medplusindia.com

|    |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    |                                     | Further, pursuant to Regulation 23 (5) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable on the Proposed Scheme of Amalgamation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 3. | Area of business of the entity(ies) | The Transferor Company and Transferee Company are inter-alia engaged in the business of manufacture, buy, sell, import, export, distribute or deal in medical and pharmaceutical products and in all kinds of drugs, intermediaries, disinfectants, tinctures, colloidal products, injectables and all the pharmaceuticals and medicinal preparations.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 4. | Rationale for amalgamation/merger   | <p>The rationale for the proposed Scheme is, inter alia, summarized below:</p> <ul style="list-style-type: none"> <li>(i) Greater integration, financial strength and flexibility for the Transferee Company, which will improve the financial position of the Transferee Company;</li> <li>(ii) Greater efficiency in cash management of the Transferee Company, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities and to further improve shareholder's value;</li> <li>(iii) Greater management focus would help in achieving uniform corporate policies and faster/effective decision making and its implementation;</li> <li>(iv) The Transferor Company and Transferee Company intend to achieve synergies in economies of scale, unified control of operations and efficiency by consolidating the business operations of the Transferor Company and the Transferee Company;</li> <li>(v) Greater leverage in operation planning, cost savings are expected to flow from more focused operational efforts, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses; and</li> <li>(vi) The amalgamation is in the interest of the shareholders, creditors and all other stakeholders of the respective companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.</li> </ul> |

|           |                                                                            |                                                                                                                                                                                                                                                                                                                                                                        |
|-----------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>5.</b> | In case of cash consideration amount or otherwise share exchange ratio     | <p>There is no cash consideration involved.</p> <p>The Transferor Company being wholly-owned subsidiary of the Transferee Company, Upon the Scheme of Amalgamation becoming effective, all the shares of the Transferor Company held by the Transferee Company and its nominee(s) as on the effective date shall stand cancelled, without any further act or deed.</p> |
| <b>6.</b> | Brief details of change in share-holding pattern (if any) of listed entity | <p>There will not be any change in the Shareholding Pattern of the Transferee Company pursuant to the Scheme of Amalgamation as the Transferor Company is wholly-owned subsidiary of the Transferee Company.</p>                                                                                                                                                       |