MedPlus
Medplus Health Services Limited

August 14, 2023

The Listing Department
BSE Limited
Phiroze Jeejebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001
BSE Scrip Code: 543427

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra - Kurla Complex
Bandra (East), Mumbai – 400051
NSE Symbol: MEDPLUS

Dear Sir/Madam,

Sub: Disclosure under Regulation 30(2) read with Clause 5A of Para A of Part A of Schedule III, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") read with SEBI Circular bearing No. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated 13.07.2023 ("SEBI Circular")

In relation to the captioned subject, the Company wish to inform and submit that the agreements forming a part of this disclosure have been initiated before the listing of equity shares of the Company and are a part of our Draft Red Herring Prospectus (DRHP) filed on August 16, 2021 and Prospectus filed on December 16, 2021. The Company was listed on December 23, 2021. All such agreements as required in the said provision have already been provided in the DRHP and Prospectus as mentioned above. However, as an abundant caution the details are being resubmitted, amended as on date, as Annexure A.

Kindly take note of the same.

For MedPlus Health Services Limited

MANOJ KUMAR SRIVASTAVA
Digitally signed by MANOJ KUMAR SRIVASTAVA
Date: 2023.08.14 18:38:36 +05'30'

Manoj Kumar Srivastava
Company Secretary & Compliance Officer
FCS 7460

Annexure A

Sr. No	Particulars	Name and Type of Agreement		
		Debenture Trust deed dated December 8, 2021 (1)	**Debenture Trust deed dated January 20, 2021 (2)**	**Shareholders Agreement dated December 24, 2020 (3)**
1	If the listed entity is a party to the agreement details of the counterparties (including name and relationship with the listed entity)	Not Applicable	Not Applicable	1. MedPlus Health Services Ltd- The Company 2. G. Madhukar Reddy, Agilemed Investments Private Limited and Lone Furrow Investments Private Limited - Promoters 3. PI Opportunities Fund ('PIOF') and Lavender Rose Investments Limited ('Lavender Rose')- Investors 3. Gangadi Investments Private Limited ("GIPL"); and 4. certain individual shareholders of our Company as on December 24, 2020
2	If listed entity is not a party to the agreement,			
	I. Name of the party entering into such an agreement and the relationship with the listed entity;	1. Lone Furrow Investments Private Limited (Issuer) - Promoter 2. Gangadi Investments Private Limited - Holding of Promoter Company 3. G. Madhukar Reddy (Personal Guarantor) -Promoter	1. Agilemed Investments Private Limited (Issuer) - Promoter 2. Gangadi Investments Private Limited - Holding of Promoter Company 3. G. Madhukar Reddy (Personal Guarantor) - Promoter	Not Applicable
	II. Details of the counterparties to the agreement (including name and Relationship with the listed entity)	Cataylst Trusteeship Limited - Debenture trustee	Vistara ITCL (India) Limited - Debenture trustee	Not Applicable
	III. Date of entering into the agreement (amendments thereto)	December 8, 2021	January 20, 2021 February 3, 2021, February 4, 2022.	Not Applicable
3	Purpose of entering into the agreement;	Availing of specific quantum of loans through the issuance of redeemable, rated, listed, and secured non-convertible debentures from distinct investors by Lone Furrow. The debenture obligation is secured by way of Pledge of MedPlus shares (7%) , Personal Guarantee of G. Madhukar Reddy ; all his stake in MedPlus and personal assets	Availing of specific quantum of loans through the issuance of redeemable, rated, listed, and secured non-convertible debentures from distinct investors by Agilemed. The debenture obligation is secured by way of Pledge of MedPlus shares (7%), Personal Guarantee of G. Madhukar Reddy; all his stake in MedPlus and personal assets	Share subscription agreements to govern certain inter-se rights and obligations in the Company by way of which certain investments were made in the Company.

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<tr><td>4</td><td>Shareholding, if any, in the entity with whom the agreement is executed (as on date)</td><td>Lone Furrow Investments Private Limited 14.44 %

Madhukar Reddy Gangadi - 12.87%</td><td>Agilemed Investments Pvt Ltd: 13.12%

Madhukar Reddy Gangadi - 12.87%</td><td>As on date:<table>
<tr><td>Name</td><td>Shares</td><td>%Equity</td></tr>
<tr><td>MADHUKAR REDDY GANGADI</td><td>15350400</td><td>12.87</td></tr>
<tr><td>LONE FURROW INVESTMENTS PRIVATE LIMITED</td><td>17233240</td><td>14.44</td></tr>
<tr><td>AGILEMED INVESTMENTS PVT LTD</td><td>15649495</td><td>13.12</td></tr>
<tr><td>LAVENDER ROSE INVESTMENT LTD</td><td>20563607</td><td>17.24</td></tr>
<tr><td>PI OPPORTUNITIES FUND I</td><td>16834759</td><td>14.11</td></tr>
</table></td></tr>
<tr><td>5</td><td>Significant terms of the agreement (in brief)</td><td>One of the promoters, Lone Furrow Investments Private Limited (“Lone Furrow”) has procured a specific quantum of loans through the issuance of redeemable, rated, listed, and secured non-convertible debentures to a distinct investor. It is of significance to recognize that the provisions contained in the Debenture Trust deed, particularly those concerning Events of Default, have the potential to exert an influence over the management of MedPlus</td><td>One of the promoters, Agilemed Investments Private Limited ("Agilemed''), has procured a specific quantum of loans through the issuance of listed, rated, secured, redeemable non-convertible debentures to a distinct investor. It is of significance to recognize that the provisions contained in the Debenture Trust deed, particularly those concerning Events of Default, have the potential to exert an influence over the management of MedPlus.</td><td>Pursuant to the terms of the Shareholders Agreement, PIOF and Lavender Rose have several rights in relation to our Company and each of our Subsidiaries, including the right to appoint one director each on the Board of the company and on the board of each Subsidiary. Upon subsequent amendment of the said Shareholders Agreement through Waiver cum Amendment agreement, the Articles were altered to include, post listing of the Equity Shares of the Company and subject to receipt of approval of the public shareholders post listing, by way of a special resolution, at the Postal Ballot held post-listing of its Equity Shares pursuant to an IPO by the Company on June 18, 2023, (i) PIOF and Lavender Rose shall be entitled to nominate one non-executive Director each on our Board, for so long as PIOF and Lavender Rose continue to hold at least 10% of the equity share capital of our Company each on a fully diluted basis; including other rights, and amended the Articled accordingly.</td></tr>
<tr><td>6</td><td>Extent and the nature of impact on management or control of the listed entity</td><td>Upon occurrence of an event of default, the debt lenders of Lone Furrow (Promoter Companies),
a. each have the right to nominate one nominee Director on the Board of the Company
b. enforce any security created towards repayment of debenture obligations including but not limited to sale of all or part of shares pledged in favour of debenture trustees.</td><td>Upon occurrence of an event of default, the debt lenders of Agilemed (Promoter Companies),
a. each have the right to nominate one nominee Director on the Board of the Company
b. enforce any security created towards repayment of debenture obligations including but not limited to sale of all or part of shares pledged in favour of debenture trustees.</td><td>Through this agreement (including the Waiver cum amendment agreement thereto) and present Articles of Association, each of the Investors (namely PIOF and Lavender Rose) and shall have the right to Nominate one non executive director each on the board of company for as long as they hold 10% (ten percent) of the Share Capital on a Fully Diluted Basis.</td></tr>
<tr><td>7</td><td>Details and quantification of the restriction or liability imposed upon the listed entity</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td></tr>
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8	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Yes, the parties except debenture trustees are promoters of the Company	Yes, the parties except debenture trustees are promoters of the Company	Yes, the parties are promoters of the Company
9	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable	Not Applicable	Not Applicable
10	In case of issuance of shares to the parties, details of issue price, class of Shares issued	Not Applicable	Not Applicable	Not Applicable
11	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.	Not Applicable	Not Applicable	1. Mr. Anish Saraf – Nominee Director / Non Executive Director of Lavender Rose 2. Mr. Atul Gupta – Nominee Director / Non Executive Director of PIOF
12	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. Name of parties to the agreement; ii. Nature of the agreement; iii. Date of execution of the Agreement; iv. Details and reasons for amendment or alteration and Impact thereof (including impact On management or control and On the restriction or liability Quantified earlier); v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	The Debenture Trust Deed continues to be valid and subsisting and has not been amended or altered.	The Debenture Trust Deed continues to be valid and subsisting. The agreement has been amended on February 3, 2021, as well as the second amendment agreement dated February 4, 2022	The agreement has been ceased upon the Company's listing, through waiver cum amendment agreement to the Inter-Investor Agreement, dated August 5, 2021; Settlement letter dated November 27, 2021. The entitlements originated from this Shareholders' Agreement, have been taken in the current Articles through resolution passed by the members post listing.