

Second Addendum to Business Transfer Agreement

This addendum being signed and executed on the 15<sup>th</sup> day of November 2020 forms an integral part of the Business Transfer Agreement (BTA) executed between Jupiter Hospital Projects Pvt. Ltd (JHPPL) and Vishesh Diagnostics Private Limited (VDPL) on 1<sup>st</sup> day of Sept 2020 along with Amendment Letter dated 21<sup>st</sup> day of Sept 2020.

Subsequent to the further commercial negotiation between both the parties as regards the altered position of assets and liabilities of the undertaking as on the closing date i.e. the 15<sup>th</sup> day of November 2020, the parties have arrived at and accepted the following terms:

1. That due to preference of some of the existing lenders of VDPL, the liabilities pertaining to loans borrowed from Bank of Baroda, Bank of Maharashtra, IDBI Bank Limited, Union Bank of India, which were assumed by JHPPL as a consequence of the BTA (which forms an integral part Schedule -6 of the BTA), to be honored through books of accounts of VDPL by way of transfer of the said amount from JHPPL to VDPL.
2. That owing to the change in position of current assets and identified liabilities (as defined in 'Annexure-2 Definition and Interpretation' of the Business Transfer Agreement dated 01.09.2020) and as detailed in Part A of Schedule-3 and Schedule-11 of the BTA respectively, as on the date of closing (as defined in 'Annexure-2 Definition and Interpretation' of the Business Transfer Agreement dated 01.09.2020) which is the 15<sup>th</sup> of Nov 2020 in this case and due to the preference of some of the parties, the identified liabilities outstanding as on the date of closing, assumed by JHPPL be honored through books of accounts of VDPL by way of transfer of additional amount by JHPPL to VDPL;
3. That owing to the certain additions to the fixed assets and equipments defined in 'Annexure-2 Definition and Interpretation' of the BTA dated 01.09.2020) and as illustrated in Part-B of Schedule-3 of the BTA also, the consideration for the slump sale needs to be revised.
4. Owing to the altered positions of the assets and liabilities as above, the schedules referred to in the BTA dated 01.09.2020 stands revised and the same shall form an integral part of this addendum.
5. In lieu of the altered position of Assets and Assumed Liabilities as on the closing date, the final consideration for the slump sale stood revised from 40 Cr. to 200 Cr. stands further revised to Rs. 203 Crores only.

Chandrasingh Patel  
B.A., LL.B. (Hons)  
NOTARY  
District-INDORE (M.P.)  
District-INDIA



A. K. Halder





6. The parties once gain agree and acknowledge that the transaction contemplated hereby is a purchase and sale of the Business Undertaking as a going concern by way of a slump sale and that the consideration is a lump-sum consideration and no specific part of the consideration is (nor is capable of being) allocated to any specific asset or right comprised in the Business Undertaking.
7. All of the other terms, conditions and principles of the original BTA stand unaltered.

That point of transfer of loans is given in Annexure -3 Conditions Precedent point no.13 where-in it was stated that seller shall obtain a NOC from banks that they have no objection in the case of outstanding loan is paid by the purchaser or is taken over by the purchaser pursuant to the agreement and including release the encumbered asset and release of any other title documents to the assets that are encumbered with the existing lenders.

Earlier loans from Bank of Baroda, Bank of Maharashtra, IDBI and Union Bank Of India were with-held by VDPL. All these loans have 1<sup>st</sup> parripaussi charge on the assets of VDPL being transferred to JHPPL.

*Addendum to BTA*

*Jupiter Hospital Projects Pvt Ltd (JHPPL) has entered into a business transfer agreement with Vishesh Diagnostics Pvt Ltd. (VDPL) to acquire the hospital situated near Teen Imli Square, Ring Road, Indore on 1st September 2020.*

*Due to preference of existing bankers of VDPL and those of some of the creditors, the liabilities assumed by JHPPL as a consequence of the BTA have to be honored by transfer the said amount through the accounts of VDPL. Therefore, the final consideration for the slump sale stands revised to Rs. 203 crore only.*

*All of the other terms, conditions and principles of the original BTA stand unaltered.*

For Jupiter Hospital Projects Pvt. Ltd.

For Vishesh Diagnostics Pvt. Ltd.



*A. Halim*

Director

*Akesh*

Director



*Chandrasingh Patel*  
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## Annexure - 2

**List of Sundry Creditors as on 15.11.2020**

Particulars	Amount
3D Incorporations	
Abhash Pharma	25,128
ACME Agencies	473,188
Adigo	22,689
Agfa Healthcare India Pvt. Ltd.	367,131
Agrawal Electronics	421,960
Agrawal Pharma	3,685
Akarui Solutions LLP	1,529
Akshat Pharma	43,750
Ambience Décor	5,015
Amit Medicos	89,372
Amroomal Gopal Das	18,741
Anaya Enterprises	31,082
Anila Medical Stores	2,685
Ankur Sales & Marketing	518,635
Anmol Marketing	17,680
Ariese Bio Sciences	29,488
Arjohuntleigh Healthcare India Pvt. Ltd.	16,202
Arpan Medical Agency	23,347
Arun & Co.	171
Arvind Surgicals	45,392
Asha Medical Stores	234,939
Attishaya Pharma	1,810
A.V. Enterprises	130,872
Bafna Medical AG	28,511
Bio Medical Systems Pvt. Ltd.	105,558
Bisleri International Private Limited	42,112
Blossom Medical Devices	49,213
Business Automation (Indore) Pvt. Ltd.	288,425
B V Enterprises	37,760
Central Chemist	431,886
Champaklal C . Parikh	36,191
Chhabra Agencies	376
Chirag Distributors	1,379
Chowdhary And Chowdhary Associates	21,556
Clanthis Life Sciences Pvt Ltd	36,750
Continental Foods	34,376
Corus Medical	22,048
CPR Distributors Pvt. Ltd.	225,466
Critical Care & Vaccine House	21,000
Critical Care	1,039,053
	75,577



~~Chandrasingh Patel~~  
(M.A., LL.B. (Hons.))  
NOTARY  
DISMURGOONE (MLA)





Particulars	Amount
Dawar Sales Agencies	481,781
Decent Medical Equipment Systems Pvt. Ltd.	420,787
Deepali Sales Corporation	25,999
Deepika Prajapat	678,415
Deep Medical Devices Pvt. Ltd.	769,026
Deepti Enterprises	79,072
Dhruvi Pharma Pvt Ltd	13,800
Diksha Surgical Agencies	15,750
D.N. Sanghavi & Sons	36,943
D & S Enterprises	21,565
Ecolab Fodd Safety & Hygiene Solutions Pvt Ltd.	145,227
Energy Engineers	158,062
Envision Scientific Pvt. Ltd.	96,537
Friends Computer Consultancy	64,500
Gas Point	75,998
G.D. Medical Agencies	3,360
Gesco Healthcare Pvt Ltd	2,625
Getinge Medical India Pvt. Ltd.	8,000,000
Gravitron Equipments	18,178
G S Developers & Contractors Pvt Ltd	2,230,866
Gulati Agencies	358,665
Gupta Medical Stores	204,987
Hariom Distributors Pvt Ltd	1,848
Harish Lifestyles	2,819
Harsha Enterprises	15,445
Harsh Enterprises	521,501
Hayana Enterprises	49,957
Heera Envelopes & Stationers	15,953
Hind Agencies	18,514
H & M Company	38,094
Human Bio Organics Pvt Ltd	7,622
Ideal International	12,638
India Medtronic Pvt. Ltd.	671,216
Indian Traders	5,867
Innomed India	48,760
Innovative Enterprises	9,449
Inox Air Products Pvt. Ltd.	129,820
Jain and Company	18,054
Jasco Corps	9,000
Jayant Marketing Pvt. Ltd.	15,232
Jay Medical Corporation	205,811
Jeet Enterprises	40,246
J.J. Parikh & Bros.	16,352
JMD Pharma Indore	1,773



*Chandra Singh Patel*  
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Indore (M.P.)



Particulars	Amount
Jyoti Enterprises	2,043
Kehems Technologies Pvt. Ltd.	609,603
Kens Elevators & Engineers	32,853
Keshvi Enterprises	679
Kothari Engineering Services	200,000
Kotharti Brothers	91,163
Krishna Enterprises	40,129
Krishna Welcome	11,800
Kumar Medical Stores	8,146
Life Care Medical Systems	71,803
Luckys Pharma	9,689
Lucky Surgicals	1,000
Maa Pitambara Enterprises	315,452
Mangal Murti Medicose	33,122
Mannalal Lacchiram & Sons	23,442
Manomay Holdings	611
Man Pharma	12,466
Masters Bakery Krozzon	4,580
Medicare Agencies	9,086
Medicash Agencies	145,310
Medico Technique	17,508
Metro Motors	17,217
Modi Pharma	5,274
Mohanlal Dharampal Punjabi Ssd	22,977
Mohini Health & Hygiene Ltd.	205,744
Mukesh Medico & Surgico	22,369
Narayan Plaster Of Paris	794,000
Narware Surgicals	41,055
Navkar Enterprises	120,617
Nayani Enterprises	136,498
Neeta Medical Corporation	134,073
New Sunny Plastic	7,635
Nidhi Enterprises	4,398
Nilesh Marketing	29,999
Om Hariom Projects	26,466
Pankaj Prajapat	402,580
Paramount International	4,136
Pinaki Enterprises	88,004
Poonam Stores	2,755
Pragya Enterprises	6,098
Prem Distributors	233,651
Prem Prakash Pharma	425
Puneet Enterprises	2,116
Pure Surgical Implants & Equipments Indore	146,387



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Particulars	Amount
Qware	218,300
Radhabai Badoniya	164,334
Rakesh Medical Agencies	6,941
Ram Chandra Marketing Agency	1,794
Ranimaria Graphics	103,932
Rasheed Ahmed Siddiqui	297,750
Realtime Diagnostics	6,720
Rishimaan Enterprises	301,280
R.R.Enterprises	84,000
Ruchem Pharmaceuticals	41,042
Rudra Enterprises	12,544
Sadhana Healthcare	19,324
Safe Treat Engineers & Contractors P Ltd	981,240
Safety Engineers & Consultants (P) Ltd.	429,597
Saify Traders	18,707
Sakshi Surgicals	5,500
Samyak Computer	94,113
Sangeeta Manufacturers	2,100
Sanjay Industries	9,499
Sanmati Enterprises	2,957
Sanu Enterprises	5,762
Satnam Surgical Systems	57,652
Schneider Electric India Pvt Ltd	167,971
S.D. Distributores	67,648
SD Electrical & Engineers	1,502,526
Servlife Healthcare	14,896
Shah Enterprises	170,697
Shanti Medical Stores	72,070
Shivani Enterprises	43,654
Shiv Enterprises	222,722
Shree Sai Medico & Surgical	127,723
Shree Surgicals	65,012
Shree Vinayak Sales Corporation	29,178
Shreshtha Progressives	285,229
Shri Sai Cosmetics	2,145
Shri Sai Surgical	16,675
Siddhi Enterprises	29,762
Sindh Dairy Farm	199,455
Skyline Pharma	26,964
Sourabh Prajapat	491,435
Speciality Drug House	166,049
Sri Sai Enterprises	14,115
Sriyanka Agrotech	47,682
Srs Sterisure Pvt. Ltd.	43,753



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Particulars	Amount
SS Medical Agencies	553,562
Standard Hardware	45,000
Subh Enterprises	1,273
Sumit Medical Devices P. Ltd.	80,420
Sun Medicare	17,920
Super Drug House ( Dawa)	141,884
Suprem Enterprises	178,807
Suresh Prajapat	412,569
Surgi Heal	4,200
The Pharmax	9,250
T.T.D. Enterprises	2,304
Tup Life Sciences	260,210
Unique Drug House	1,998
Uttam Trading Company	42,437
Vaibhav Enterprises	1,416
Varad Agency	11,143
Varun Enterprises	801,316
Vikas Enterprises	1,754
Vikayak Marketing	1,512
Vimal Medical Agencies	3,940
Vima The Dimension	410,700
Vinayak Enterprises	56,972
Vip Files & Stationery	43,781
Vishal Coal Depot	18,364
Vitamin India	3,063
Vitrag Food Parsal & Tiffin Centre	7,350
Wipro Ge Healthcare Pvt. Ltd.	3,497,234
Yashvi Surgicals	5,376
Zalani Sons	35,840
Zeco Aircon Ltd.	38,203
Zil Pharma	8,960
<b>Grand Total</b>	<b>38,246,008</b>



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Annexure - 3

Details of Current Liabilities as on 15.11.2020

Particulars	Amount
<u>Advance from CM Fund</u>	
Yashwardhan	24,248
Divyansh Patidar	75,000
Sohan Solanki	50,000
Security Deposit Patient	58,357
Provsion for Expenses	3,921,891
Provision for Purchases	149,958
<b>Total</b>	<b>4,279,454</b>



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**Chandrasingh Patel**  
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#### Annexure - 4

##### Details of Advances to suppliers as on 15.11.2020

Particulars	Amount
IAQM	53,100
S.S.Ceramica Arch (Indore) P. Ltd.	481,480
Technocraft	1,297
Wallmart India Pvt Ltd	212
B.K. Electricals	342,368
Medifuture	5,425
Advi Plumbing Concepts & Service	6,813
<b>Total</b>	<b>890,695</b>

##### Details of Inventories as on 15.11.2020

Particulars	Amount
Pharmacy Stock	2,773,698
Cafe + Consumable stock	2,504,285
<b>Total</b>	<b>5,277,983</b>

##### Details of Current Assets - Others as on 15.11.2020

Particulars	Amount
Prepaid Expenses	124,797
<b>Total</b>	<b>124,797</b>

##### Details of Current Assets - Deposits as on 15.11.2020

Particulars	Amount
Electricity Deposit	1,558,700
Clix Finance India Pvt. Ltd.	8,250,000
Siemens Financial Services Private Limited	6,996,698
Rent Deposit	11,000
<b>Total</b>	<b>16,816,398</b>

##### Details of Sundry Debtors as on 15.11.2020

Particulars	Amount
Aditya Birla Health Insurance Co. Ltd.	159,726
Bajaj Allianz General Insurance Co.	152,960
IPD - OPD Debtors	167,145
Red Cross Society	11,000
RR CAT	78,157
<b>Total</b>	<b>568,988</b>



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Annexure - 1

Book Value of Fixed Assets as on 15.11.2020

Particulars	Amount
Building	1,322,739,814
Capital Work-in-Progress	125,789,422
Computers	5,564,268
Furniture & Fixtures	52,590,667
Land	236,551,449
Plant & Machinery	603,012,573
Software	1,003,674
	2,347,251,867



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