



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

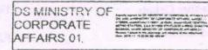
Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 18 the Companies (Incorporation) Rules, 2014]

I hereby certify that TOTAL X-RAY AND LAB SOLUTIONS PRIVATE LIMITED is incorporated on this Fifteenth day of November Two thousand sixteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U85320KA2016PTC097807.

Given under my hand at Manesar this Fifteenth day of November Two thousand sixteen .



Mr. Arya Jayant Pyarelal

Deputy Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

TOTAL X-RAY AND LAB SOLUTIONS PRIVATE LIMITED

#5182,3rd Main Road,, Vijaya Nagar 2nd Stage,, Mysore, Mysore, Karnataka,
India, 570017





Karnataka Private Medical Establishment Authority
Mysore District



Certificate of Registration

EXEL DIAGNOSTICS (Unit of Total X-Ray & Lab Solutions Pvt. Ltd.)
72, 'Sukrutha Arcade' Sahukar Chennaiah Road, Saraswathipuram, Mysuru - 570 009

Is hereby Registered as Diagnostic Centre, Allopathy System
As per the provisions of KPMEA ACT 2007 & Rules 2009.



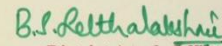
Dr. Keshav P. Raichurkar

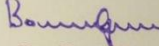
REGISTRATION NUMBER : MYS-01821-AA-DL

Issue Date : Friday, 01 September, 2017
Valid for five years from the date of registration


Chief Executive Officer
Zilla Panchayat


District Health & FW Officer


District Ayush Officer


President IMA

FOR REPRESENTATION PURPOSE ONLY



सत्यमेव जयते

INDIA NON JUDICIAL

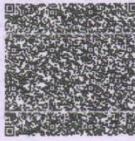
Government of Karnataka

Re. 100

e-Stamp

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Certificate Issued Date : 19-Feb-2019 02:06 PM
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Unique Doc. Reference : SUBIN-KAKACRSFL0843483421333794R
Purchased by : BHIMA LIFESCIENCES LLP
Description of Document : Article 12 Bond
Description : AGREEMENT
Consideration Price (Rs.) : 0
(Zero)
First Party : BHIMA LIFESCIENCES LLP
Second Party : TOTAL X RAY AND LAB SOLUTIONS PRIVATE LIMITED
Stamp Duty Paid By : BHIMA LIFESCIENCES LLP
Stamp Duty Amount(Rs.) : 100
(One Hundred only)

सत्यमेव जयते

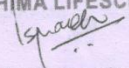


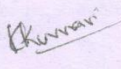
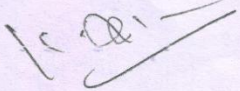
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SHAREHOLDERS AGREEMENT

This Shareholders' Agreement (the 'Agreement') is executed on this the 30th Day of March, 2019 ("Effective Date").

For BHIMA LIFESCIENCES LLP


Authorized Signatory

Statutory Alert:

1. The authenticity of this Stamp Certificate should be verified at www.shclsestamp.com. Any discrepancy in the details on this Certificate and as available on the website renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

Part B: Details of the Remaining Shareholders

Sl. No.	Name of the Selling Shareholder	Information for notices
1.	Dr Keshav P Raichurkar	Address: #5182,3rd Main Road, Vijaya Nagar 2 nd Stage Mysore – 570017 Email Id: kpraichurkar@yahoo.co.in Mob No: 9845116386
2.	Dr Krishna Kumari	Address: #5182,3rd Main Road, Vijaya Nagar 2 nd Stage Mysore – 570017 Email Id: kkumariraichurkar@yahoo.com Mob No: 9845699606

Part C: Details of the Purchaser

Sl. No.	Name of the Purchaser	Authorized Signatory	Information for notices
1.	Bhima Lifesciences LLP	Dr Gururaj Rao H. T	Address: 4/16, 9 th Main, 3 rd Block, Jayanagar, Bengaluru 560011 Email Id: guruht@primadiagnostics.com Mob No: 9945237343

Part D: Company

Sl. No.	Name	Authorized Signatory	Information for notices
1.	Total Xray and Lab Solutions Private Limited	Dr Keshav P Raichurkar	Address: No. 72, Sukrutha Arcade, Sahukar Channaiah Road, Saraswathipuram, Mysore – 570009, Karnataka, India Email Id: xlabsolutions2016@gmail.com Mob No: 9845116386

[SIGNATURE PAGES FOLLOW]

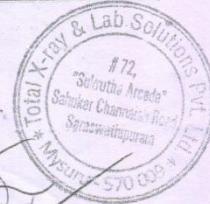


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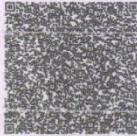


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e-Stamp

Certificate No. : IN-KA55369413786247R
Certificate Issued Date : 19-Feb-2019 01:53 PM
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Unique Doc. Reference : SUBIN-KAKACRSFL0843462570732713R
Purchased by : BHIMA LIFESCENCES LLP
Description of Document : Article 12 Bond
Description : AGREEMENT
Consideration Price (Rs.) : 0
(Zero)
First Party : BHIMA LIFESCENCES LLP
Second Party : TOTAL X RAY AND LAB SOLUTIONS PRIVATE LIMITED
Stamp Duty Paid By : BHIMA LIFESCENCES LLP
Stamp Duty Amount(Rs.) : 100
(One Hundred only)



Please write or type below this line

SHARE PURCHASE AGREEMENT

This SHARE PURCHASE AGREEMENT ("Agreement") is entered into as of 22nd Day of February, 2019 ("Effective Date");

For BHIMA LIFESCENCES LLP

Dr. H. T. Gururaj Rao
Designated Partner, MD & CEO

For TOTAL X-RAY & LAB SOLUTIONS PVT. LTD.

Dr. Kashay P. Raichurkar
Managing Director

Statutory Alert:

1. The authenticity of this Stamp Certificate should be verified at 'www.shrestamp.com'. Any discrepancy in the details on this Certificate and as available on the website renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

BY AND BETWEEN:

PERSONS DETAILED IN SCHEDULE 1A (hereinafter collectively referred to as the "**Raichurkar Family Group**") which expression shall unless it be repugnant to the context and meaning thereof be deemed to mean and include heirs, legal representatives and permitted assigns) of the **FIRST PART**;

AND

BHIMA LIFESCIENCES LLP, a limited liability partnership incorporated under the Limited Liability Partnership Act, 2008 with limited liability partnership identity number AAG-9559, having its registered office at TC 4/1688-1 Krishnaana Belheaven Gardens Kaudiar Thiruvananthapuram - 695003 Kerala, India and Corporate office at 4/16, 9th Main, 3rd Block, Jayanagar, Bengaluru 560011, represented herein by **Dr. L.S. Praveen, Chief Operating Officer** (hereinafter referred to as "**Investor**") which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors-in-interest and permitted assigns) of the **THIRD PART**;

AND

TOTAL X-RAY AND LAB SOLUTIONS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 2013 with Corporate Identification Number U85320KA2016PTC097807, having its registered office at No. 72, Sukrutha Arcade, Sahukar Channaiah Road, Saraswathipuram, Mysore - 570009 Karnataka, India represented herein by **Dr. Keshav P Raichurkar, Managing Director** (hereinafter referred to as the "**Company**", which expression shall, unless repugnant to the context or meaning thereof, mean and include its successors and assigns) of the **FOURTH PART**.

(The Raichurkar Family Group shall be referred to as the "**Existing Shareholders**". Each of the Existing Shareholders, the Investor and the Company are referred to individually as a "**Party**", and collectively as "**Parties**".)

WHEREAS:

- A. The Company is engaged in the business of *inter alia* providing high end radiology and laboratory investigative and diagnostic services ("**Business**");
- B. The Investor is engaged in providing diagnostic services;
- C. The Investor entered into a Share Purchase Agreement dated 22nd February 2019 ("**SPA**") with the Company and some of its shareholders whereby the Investor acquired 60 % share capital of the Company;

Praveen

KS



Amongst:

PERSONS DETAILED IN SCHEDULE 1A (hereinafter collectively referred to as "**Selling Shareholders**" which expression shall unless it be repugnant to the context and meaning thereof be deemed to mean and include heirs, legal representatives and permitted assigns) of the **FIRST PART**

AND

PERSONS DETAILED IN SCHEDULE 1B (hereinafter collectively referred to as "**Remaining Shareholders**" which expression shall unless it be repugnant to the context and meaning thereof be deemed to mean and include heirs, legal representatives and permitted assigns) of the **SECOND PART**:

AND

Bhima Lifesciences LLP, a company incorporated under the provisions of Limited Liability Partnership Act, 2008, bearing LLP incorporation number AAG-9559, having its registered office at TC 4/1688-1 Krishnaana, Belheaven Gardens, Kaudiar, Thiruvananthapuram-695003, Kerala and Corporate office at 4/16, 9th Main, 3rd Block, Jayanagar, Bengaluru 560011, represented herein by **Dr. Gururaj Rao H T, Designated Partner, MD & CEO** (hereinafter referred to as the "**Purchaser**" which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors-in-interest and assigns) of the **THIRD PART**:

AND

Total X-ray and Lab Solutions Private Limited, a company incorporated under the provisions of the Companies Act, 2013, bearing CIN U85320KA2016PTC097807, having its registered office at No. 72, Sukrutha Arcade, Sahukar Channaiyah Road, Saraswathipuram, Mysore-570009, Karnataka represented herein by **Dr. Keshav P Raichurkar, Managing Director** (hereinafter referred to as the "**Company**", which expression shall, unless repugnant to the context or meaning thereof, mean and include its successors and assigns) of the **FOURTH PART**.

[The Selling Shareholders, Remaining Shareholders, Purchaser and Company are referred to individually as a "**Party**", and collectively as "**Parties**"]

WHEREAS:

- A. The Company is engaged in providing, *inter alia*, providing high end radiology and laboratory investigative services ("**Business**");



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Dr. Keshav P Raichurkar

