

## ADDENDUM TO TERM SHEET

This is an addendum ("**Addendum**") to the indicative and non-binding term sheet dated 20.07.2016 ("**Term Sheet**") executed between Grand Anicut Trust - 1, a Category - II Alternative Investment Fund registered with the Securities and Exchange Board of India ("**Investor**") and Shield Healthcare Private Limited (the "**Company**" or "**Issuer**"), a company incorporated under the Companies Act, 1956 or Companies Act, 2013, as the case may be and having its registered office at # 66, II Cross Street, Pallavan Nagar Extn, Maduravoyal, Chennai, Tamil Nadu 600 095,, India, with respect to the proposed investment/s by the Investor in non-convertible debentures of the Company ("**Proposed Transaction**"). The Investor and the Company are hereinafter collectively referred to as the "**Parties**" and individually referred to as "**Party**."

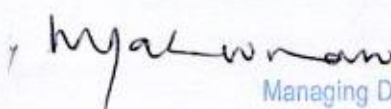
1. The Parties are executing this Addendum to amend and replace following sub-paragraphs of paragraph 2 of the Term Sheet:

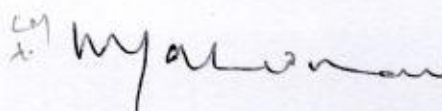
### 2.0. Investment & Returns

2.6	<b>Interest on Subscription Amounts</b>	19.5% per annum
2.8	<b>Coupon</b>	19.5% per annum payable monthly in advance
2.7	<b>Maturity date</b>	The maturity date for all the NCDs shall be the date falling on the expiry of 1979 days from the Deemed Date of Allotment of NCDs.
2.10	<b>Redemption Premium</b>	Not applicable
2.13	<b>Redemption Provisions</b>	(b) On Event of Default, the Company shall redeem the NCDs and pay to the Investor the Investment Amount, Coupon, Upfront Coupon, Redemption Premium and all other amounts such that Investor gets a minimum yield of 19.5% till the time all the NCDs are redeemed in full.
2.15	<b>Events of Default and Consequences of Default</b>	(a) Require the Company and the Promoters to mandatorily redeem or purchase the NCDs immediately such that the Investor receives a minimum yield of 19.5% on the Investment Amount
2.16	<b>Warrants</b>	During the tenor of Investment, the Investor shall have a right to invest Rs.1.2 cores to subscribe to warrants of the Company which shall convert into equivalent number of equity shares of the Company at a same valuation at which shares are issued to Nutri Synapzz Therapeutix Private Limited Current Round (Rs.7 cores) Investors;

2. Paragraphs 5.2 (*Dispute Resolution*), 5.3 (*Governing Law*) and 5.4 (*Exclusivity*) of the Term Sheet shall be deemed to have been incorporated *mutatis mutandis* in this Addendum.
3. The Parties agree that all of the provisions of the Term Sheet, except those amended and replaced in accordance with this Addendum, shall continue to be applicable in full force and effect.

For Shield Healthcare Pvt. Ltd.,

  
Managing Director



<p><b><u>For Issuer/ Company</u></b></p> <p>For Shield Healthcare Pvt. Ltd.,</p> <p>7  Managing Director</p> <p>Per: L. MAHADEVAN Title: Managing Director Date: 16.7.18</p>	<p><b><u>For Investor</u></b></p> <p>Per: Title: Date:</p>
<p><b><u>For Promoter/s</u></b></p> <p>LM </p> <p>Per: L. MAHADEVAN Title: Promoter Date: 16.7.18</p>	