

Memorandum of Understanding (MoU)

Strategic Advisory & Authorised Franchisee Distributor Agreement

This Memorandum of Understanding (“MoU”) is made on this 1st day of September, 2025 between:

**B2LSPRY Private Limited (under the brand name Garbha.ai), having its registered office at
H.No: 2-56/2/19, Madhapur, Hyderabad, Telangana – 500081, represented by Mr. Bharani Kumar
Depuru, Managing Director (hereinafter referred to as the “Company”),**

AND

**Dr. V. Shekar (Managing Director Ravi Hospitals and Medlyfe Hospital), Villa 66, Plaza breeze
villas, Manikonda, 500089, Hyderabad**

Collectively referred to as the “Parties” and individually as a “Party”.

1. Purpose

The purpose of this MoU is to formalize the appointment of Dr. V. Shekar as:

- Strategic Advisor – to provide clinical insights, business expansion support, and guidance on adoption of B2LSPRY Private Limited (under the brand name *Garbha.ai*) fertility AI solutions.
- Authorised Franchisee Distributor for Telangana and Odisha – with rights to promote, distribute, and expand the Company’s solutions across IVF centers in Telangana.

2. Scope of Engagement

The Advisor & Franchisee Distributor shall:

- Represent B2LSPRY Private Limited (under the brand name *Garbha.ai*) in Telangana and Odisha , promote adoption of its solutions.
- Conduct seminars/workshops/awareness programs.
- Facilitate leads, onboarding of IVF centres / referrals.

The Company shall:

- Provide branding, marketing collaterals, training, and product updates.
- Retain control over pricing, discounts, and strategic schemes.
- Support with centralised accounting and revenue reconciliation.

3. Territory & Revenue Share

- Territory: Telangana and Odisha**

- **Revenue Share: 7.5% of gross revenue generated from B2LSPRY Private Limited (under the brand name Garbha.ai) solutions in Telangana and Odisha**
- **Disbursement: Paid Quarterly based on reconciled accounts attributable to leads shared**
- **Tenure: Two (2) years, to be renewed post 2 years**

4. Branding, Recognition & Logo Usage

- Advisor Recognition: Dr. V. Shekar will be publicly acknowledged on the official website of B2LSPRY Private Limited (under the brand name *Garbha.ai*) as a Strategic Advisor and Authorised Franchisee Distributor for Telangana.
- Consent use of advisor name or hospital logo ensuring accuracy and respect for both brands.

5. Intellectual Property & Confidentiality

- All software, AI models, datasets, trademarks, and branding remain the sole property of B2LSPRY Private Limited (under the brand name *Garbha.ai*).
- All proprietary, technical, business, clinical, and financial information shared shall remain confidential and used only for execution of this MoU.
- Clinical data must remain stored within India unless otherwise agreed.
- Confidentiality obligations survive termination.

6. Term & Termination

- Valid for five (2) years from the effective date.
- Either Party may terminate with 60 days' prior written notice in case of breach, non-performance, or reputational harm.

7. Dispute Resolution

- Governed by the laws of India.
- Disputes shall be resolved through arbitration in Hyderabad, Telangana, under the Arbitration and Conciliation Act, 1996.

8. Entire Understanding

This MoU constitutes the entire understanding between the Parties and supersedes all prior communications, whether oral or written, relating to advisory or franchisee engagement.

B2LSPRY

B2LSPRY Private Limited,
2-56/2/19, Madhapur, Hyderabad, Telangana, India, 500081

 b2lspry.com

 info@b2lspry.com

 +91 89776 05360

Signatures

For Mr. Bharani Kumar Depuru B2LSPRY Private Limited (under the brand name Garbha.ai)

Title: Managing Director

Signature: 

Date: 01/09/2025

For Dr. V. Shekar (Managing Director Ravi Hospitals and Medlyfe Hosp

ital),

Villa 66, Plam breeze villas, Manikonda, 500089, Hyderabad

Title: Strategic Advisor & Franchisee Distributor/Business Partner

Signature: 

Date: 01/09/2025