

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS**



(Please scan this QR Code to view the RHP)

This is an abridged prospectus containing salient features of the red herring prospectus of MEDI ASSIST HEALTHCARE SERVICES LIMITED (the "Company") dated January 9, 2024 filed with the Registrar of Companies, Karnataka at Bengaluru (the "RHP" or "Red Herring Prospectus"). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15 &smid=11>. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP.

**THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Please ensure that you have read the RHP, this abridged prospectus ("Abridged Prospectus") and the general information document for investing in public issues ("GID") undertaken through the Book Building Process before applying in the Offer (as defined below). The investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference. You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges (defined below), Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs"). You may also download the RHP from the website of Securities and Exchange Board of India ("SEBI") at [www.sebi.gov.in](http://www.sebi.gov.in), at the websites of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE", and together with NSE, the "Stock Exchanges") at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively, and the websites of the Company at [www.mediassist.in](http://www.mediassist.in) and at the website of the BRLMs at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.iflcap.com](http://www.iflcap.com), [www.nuvama.com](http://www.nuvama.com) and [www.sbcaps.com](http://www.sbcaps.com)



**MEDI ASSIST HEALTHCARE SERVICES LIMITED**

Corporate Identity Number : U74900KA2000PLC027229; Date of Incorporation: June 7, 2000

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Tower D, 4th floor, IBC Knowledge Park, 4/1 Bannerghatta Road Bengaluru 560 029, Karnataka, India	<b>Simmi Singh Bisht,</b> Chief Compliance Officer and Company Secretary	E-mail: <a href="mailto:investor.relations@mediassist.in">investor.relations@mediassist.in</a> Tel: (+91 80) 6919 0000	<a href="http://www.mediassist.in">www.mediassist.in</a>

**OUR PROMOTERS: DR. VIKRAM JIT SINGH CHHATWAL, MEDIMATTER HEALTH MANAGEMENT PRIVATE LIMITED AND BESSEMER INDIA CAPITAL HOLDINGS II LTD.**

**Details of Offer to Public**

Type	Size of Offer for Sale	Total Offer Size	Eligibility – 6(1) / 6(2)	Equity Shares Reservation among QIBs, NIIs & RIIs		
				QIBs	NIIs	RIIs
Offer for Sale	Upto 28,028,168 Equity Shares of face value of ₹ 5 each aggregating to ₹ [●] million	Upto 28,028,168 Equity Shares of face value of ₹ 5 each aggregating to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). For further details, see "Other Regulatory and Statutory Disclosures – Eligibility for the Offer" on page 366 of the RHP. For details of share reservation among QIBs, NIIs and RIIs, see "Offer Structure" on page 385 of the RHP.	Not more than 50% of the Offer size shall be available for allocation to QIBs. 5% of Net QIB Category will be available for allocation proportionately to Mutual Funds only.	Not less than 15% of the Offer	Not less than 35% of the Offer

These Equity Shares of face value of ₹ 5 each are proposed to be listed on BSE Limited ("BSE") (Designated Stock Exchange) and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges")

**Details of the Selling Shareholders, Offer for Sale and Weighted Average Cost of Acquisition:**

Name of Selling Shareholder	Type	Number of Equity Shares of face value of ₹ 5 each offered	Weighted average cost of acquisition per Equity Share (in ₹) <sup>(1)</sup>
Dr. Vikram Jit Singh Chhatwal	Promoter Selling Shareholder	Up to 2,539,092 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.20
Medimatter Health Management Private Limited	Promoter Selling Shareholder	Up to 12,468,592 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	27.23
Bessemer Health Capital LLC	Promoter Group Selling Shareholder	Up to 6,606,084 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	31.07
Investcorp Private Equity Fund I	Investor Selling Shareholder	Up to 6,275,706 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	58.12
Vivek Pandit	Other Selling Shareholder	Up to 26,382 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.42
Rahul M Khanna	Other Selling Shareholder	Up to 22,613 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.59
Shankar Rao Palepu (jointly with Palepu Neena Rao)	Other Selling Shareholder	Up to 17,337 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.64
Pramod Manohar Ahuja (jointly with Jyoti Ahuja)	Other Selling Shareholder	Up to 17,337 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.64
Keshav Sanghi (jointly with Vinita Keshav Sanghi)	Other Selling Shareholder	Up to 17,337 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.64

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Amitkumar Gajendrakumar Patni (jointly with Ruchi Amitkumar Patni)	Other Selling Shareholder	Up to 13,568 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.99
Arihant Patni	Other Selling Shareholder	Up to 13,568 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.99
Jyoti Ahuja (jointly with Pramod Manohar Ahuja)	Other Selling Shareholder	Up to 5,276 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.42
Ranjan Surajprakash Sanghi (jointly with Jayashree Sanghi)	Other Selling Shareholder	Up to 5,276 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	15.42

\* Includes 537,080 Equity Shares of face value of ₹ 5 each held jointly with Dr. Vikram Jit Singh Chhatwal.

(1) As certified by Agrawal Jain & Gupta, Chartered Accountants by way of their certificate dated January 9, 2024.

### PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band <sup>#</sup>	₹ 397 to ₹ 418 per Equity Share of face value of ₹ 5 each.
Minimum Bid Lot Size	35 Equity Shares and in multiples of 35 Equity Shares thereafter
Bid/Offer Opens On <sup>(1)</sup>	Monday, January 15, 2024
Bid/ Offer Closes On <sup>(2)</sup>	Wednesday, January 17, 2024
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Thursday, January 18, 2024
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about Friday, January 19, 2024
Credit of the Equity Shares to depository accounts of Allottees	On or about Friday, January 19, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, January 22, 2024

(1) Our Company, the Promoter Selling Shareholders and the Promoter Group Selling Shareholder, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company, the Promoter Selling Shareholders and the Promoter Group Selling Shareholder, in consultation with the BRLMs, may decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

\* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of nonallotted/partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable.

# For details of the Price Band and the basis for the Offer price, please refer to the price band advertisement and the section entitled "Basis for Offer Price" on page 110 of the RHP.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) pursuant to Section 4(a) of the Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of Equity Shares in the United States.

### WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN THE THREE YEARS, 18 MONTHS AND ONE YEAR PRECEDING THE DATE OF THE RED HERRING PROSPECTUS

Period	Weighted average cost of acquisition <sup>(1)(2)</sup> (in ₹)	Cap Price is 'X' times the weighted average cost of acquisition	Range of acquisition price: lowest price - highest price <sup>(1)</sup> (in ₹)
Last three years	27.20	15.37	Nil-27.20
Last 18 months	NA	NA	NA
Last one year	NA	NA	NA

(1) As certified by Agrawal Jain & Gupta, Chartered Accountants by way of their certificate dated January 9, 2024.

(2) Reflects the weighted average cost of acquisition for Equity Shares allotted to Medimatter Health Management Private Limited on March 5, 2021 pursuant to conversion of Series B CCPS held by it, as adjusted by the split in face value of Equity Shares on April 7, 2021 and issuance of bonus shares on April 9, 2021. Bonus shares issued to all other shareholders of the Company have not been considered.

### RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of face value of ₹ 5 each of our Company. The face value of our Equity Shares is ₹ 5 each and the Floor Price and Cap Price are 79.40 times and 83.60 times of the face value of the Equity Shares, respectively. The Offer Price, Floor Price and Price Band, as determined by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and as stated in "Basis for Offer Price" on page 110 of the RHP, should not be taken to be indicative of the market price of the Equity Shares of face value of ₹ 5 each after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of face value of ₹ 5 each or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares of face value of ₹ 5 each have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 29 of the RHP and on page 9 of this Abridged Prospectus.

### PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs").

If you wish to know about processes and procedures applicable to this Offer, you may request for a copy of the RHP and/or the General Information Document ("GID") from the Book Running Lead Managers or download it from the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the websites of NSE and BSE at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively and the website of Book Running Lead Managers at i.e., [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.iiflcap.com](http://www.iiflcap.com), [www.nuvama.com](http://www.nuvama.com) and [www.sbcaps.com](http://www.sbcaps.com)

**PRICE INFORMATION OF BRLMs**

S. No.	Issue name <sup>s</sup>	Name of the BRLMs	+/- % change in closing price, [+/- % change in closing benchmark]		
			30 <sup>th</sup> calendar days from listing	90 <sup>th</sup> calendar days from listing	180 <sup>th</sup> calendar days from listing
1	Azad Engineering Limited	Axis, SBICAP	NA	NA	NA
2	Happy Forgings Limited	Axis	NA	NA	NA
3	Muthoot Microfin Limited	Axis, SBICAP	NA	NA	NA
4	Inox India Limited	Axis	NA	NA	NA
5	Flair Writing Industries Limited	Axis, Nuvama	+14.69%, [+7.22%]	N.A.	N.A.
6	ASK Automotive Limited	Axis, IIFL	+2.73%, [+7.66%]	N.A.	N.A.
7	JSW Infrastructure Limited	Axis, SBICAP	+41.34%, [-2.93%]	+75.04%, [+10.27%]	NA
8	TVS Supply Chain Solutions Limited	Axis, Nuvama	8.71% [1.53%]	6.57% [1.29%]	NA
9	Senco Gold Limited	IIFL, SBICAP	+25.28%, [-0.70%]	+105.32%, [+1.26%]	N.A.
10	Zaggle Prepaid Ocean Services Limited	IIFL	+30.95%, [-0.67%]	+34.39%, [+7.50%]	N.A.
11	Protean eGov Technologies Limited	IIFL	+45.21%, [+7.11%]	N.A.	N.A.
12	Yatra Online Limited	IIFL, SBICAP	+30.95%, [-0.67%]	+34.39%, [+7.50%]	N.A.
13	Updater Services Limited	IIFL, SBICAP	-13.72%, [-1.76%]	+9.05%, [+10.80%]	N.A.
14	Cello World Limited	IIFL	+21.92%, [+7.44%]	N.A.	N.A.
15	DOMS Industries Limited	IIFL	N.A.	N.A.	N.A.
16	Gandhar Oil Refinery (India) Limited	Nuvama	61.51% [7.94%]	NA	NA
17	ESAF Small Finance Bank Limited	Nuvama	12.87% [7.58%]	NA	NA
18	Sai Silks (Kalamandir) Limited	Nuvama	8.09% [-4.49%]	25.09% [7.54%]	NA
19	Jupiter Life Line Hospitals Limited	Nuvama	42.27% [-1.60%]	56.54% [6.57%]	NA
20	Inox Green Energy Services Limited	Nuvama	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [0.36%]
21	Indian Renewable Energy Development Agency Limited	SBICAP	+204.06% [+8.37%]	NA	NA

Source: www.nseindia.com; www.bseindia.com, as applicable

Notes : 1. Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each BRLM with common issues disclosed once. 2. 30<sup>th</sup>, 90<sup>th</sup>, 180<sup>th</sup> calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days and in the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. 3. Designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for disclosing the price information. 4. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable. 5. N.A. – where the relevant period has not been completed

For further details, please refer to "Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs" on page 373 of the RHP.

For further details, please refer to "Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs" on page 373 of the RHP.

**BOOK RUNNING LEAD MANAGERS**

<b>Axis Capital Limited</b> Tel: (+ 91 22) 4325 2183 E-mail: mhs@axiscap.in Investor grievance E-mail: complaints@axiscap.in	<b>IIFL Securities Limited</b> Tel: (+ 91 22) 4646 4728 E-mail: mediassist.ipo@iiflcap.com Investor grievance E-mail: ig.ib@iiflcap.com	<b>Nuvama Wealth Management Limited</b> (formerly known as Edelweiss Securities Limited) <sup>(1)</sup> Tel: (+ 91 22) 4009 4400 E-mail: mediassist@nuvama.com Investor grievance E-mail: customerservice.mb@nuvama.com	<b>SBI Capital Markets Limited</b> Tel: (+91 22) 4006 9807 E-mail: mediassist.ipo@sbicaps.com Website: www.sbicaps.com Investor grievance E-mail: investor.relations@sbicaps.com
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(1) Pursuant to the order dated April 27, 2023, passed by the National Company Law Tribunal, Mumbai Bench, the merchant banking business of Edelweiss Financial Services Limited has demerged and now transferred to Nuvama and therefore, the said merchant banking business is part of Nuvama Wealth Management Limited.

<b>Name of Syndicate Members</b>	Investec Capital Services (India) Private Limited, Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (in its capacity as a Syndicate Member) and SBICAP Securities Limited
<b>Name of Registrar to the Offer</b>	<b>Link Intime India Private Limited</b> Tel: (+ 91) 810 811 4949, E-mail: medi.ipo@linkintime.co.in, Investor grievance E-mail: medi.ipo@linkintime.co.in
<b>Name of Statutory Auditor</b>	M S K A & Associates, Chartered Accountants
<b>Name of Credit Rating Agency and the rating or grading obtained, if any</b>	Not Applicable
<b>Name of Debenture Trustee</b>	Not Applicable
<b>Self Certified Syndicate Banks or SCSB(s)</b>	The list of SCSBs, which offer ASBA related services, is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the website of SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which as ASBA Bidder (other than a UPI Investors using UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.
<b>Non-Syndicate Registered Brokers</b>	Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than UPI Bidders), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) For further details, see section titled "Offer Procedure" beginning at page 389 of the RHP.
<b>SCSBs eligible as Issuer Banks and mobile applications enabled for UPI Mechanism</b>	In accordance with SEBI Circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI Circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, UPI Investors Bidding through the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time.
<b>Syndicate SCSB Branches</b>	In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more

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	information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6">www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6</a> and <a href="http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm">www.nseindia.com/products/content/equities/ipos/asba_procedures.htm</a> , respectively, as updated from time to time.
<b>Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:</b>	The list of the RTAs eligible to accept ASBA Forms from Bidders (other than UPI Bidders) at the Designated RTA Locations, is provided on the websites of Stock Exchanges at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?">http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?</a> and <a href="http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm">http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm</a> , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, is provided on the websites of BSE at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?">http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?</a> and on the website of NSE at <a href="http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm">http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm</a> , as updated from time to time. For further details, see “Offer Procedure” on page 389 of the RHP.

**PROMOTERS OF OUR COMPANY**

Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification / Corporate Information
1.	Dr. Vikram Jit Singh Chhatwal	Individual	He is Chairman and Whole-time Director on the Board of our Company. He holds a bachelors’ degree in medicine and surgery from Jawaharlal Nehru Medical College, Belgaum, degree of Doctor of Philosophy from the National University of Singapore, masters’ degree in business administration in international management from Ecole Nationale des Ponts et Chaussées, Paris and a post-graduate diploma in public health administration from the Institute of Health Care Administration, Chennai. He was previously associated with Apollo Health Street, Indraprastha Apollo Hospitals, Reliance Capital Limited, Advent India PE Advisors Private Limited and was a member of the NUS President’s Advancement Advisory Council. He joined our Company in 2007 as an additional director.
2.	Medimatter Health Management Private Limited	Corporate	Medimatter Health was incorporated as a private company limited by shares on February 9, 2009, under Companies Act 1956. Its registered office is situated at Tower D, 4th Floor, IBC Knowledge Park, 4/1 Bannerghatta Road, Bengaluru 560 029, Karnataka, India. It is involved in the business of providing consultancy services in the health care segment to third parties. There has been no change in the nature of business of Medimatter Health since its incorporation.
3	Bessemer India Capital Holdings II Ltd.	Corporate	Bessemer India Capital Holdings II Ltd., a company limited by shares, was incorporated on June 29, 2007, under the Mauritius Companies Act 2001, with the registrar of companies file number of 072299 C1/GBL. Its registered office is located at Apex House, Bank Street, TwentyEight, Cybercity, Ebene 72201, Republic of Mauritius. Bessemer India Capital Holdings II Ltd. is primarily engaged in the business of investment holdings, holding investments in India and other Asian countries and in the global market including the United States of America. Bessemer India Capital Holdings II Ltd. has not changed its activities from the date of its incorporation.

For details in respect of the Promoters, please see the section entitled “Our Promoters and Promoter Group” on page 221 of the RHP

**BUSINESS OVERVIEW AND STRATEGY**

**Company Overview:** Our business is conducted through our Company, Medi Assist Healthcare Services Limited, which is a holding company and proposed to be listed following the Offer, and through our nine Subsidiaries of which four are direct Subsidiaries and five are indirect Subsidiaries.

**Product /Service Offering:** We provide third party administration services to insurance companies through our wholly owned Subsidiaries, Medi Assist TPA, Medvantage TPA (from February 13, 2023) and Raksha TPA (from August 25, 2023). A third party administrator is an organization that processes health insurance claims for insurance companies and provides services such as policy administration, customer service and network management, among others. We also facilitate other healthcare and ancillary services such as hospitalization services, call centre services, customer relations and contract management services, billing services and claims processing services through our Company and our other Subsidiaries, IHMS, Mayfair India, Mayfair UK, Mayfair Group Holding, Mayfair Philippines and Mayfair Singapore. Medi Assist TPA and Medvantage TPA, contributed to 96.32% of our revenue from contracts with customers in the Financial Year 2023 and our Subsidiaries, Medi Assist TPA, Medvantage TPA and Raksha TPA contributed 92.98% of our revenue from contracts with customers in the six months ended September 30, 2023.

**Revenue segmentation by product / service offering:** Not Applicable

**Geographies Served:** India, United Kingdom, Luxembourg.

**Revenue Segmentation by geographies:** Not Applicable

**Key Performance Indicators:** The table below sets forth our KPIs for the periods indicated:

Metrics	As at and for the six months ended		Fiscal 2023	Fiscal 2022	Fiscal 2021
	September 30, 2023	September 30, 2022			
Revenue from Contracts with Customers (in ₹ million) <sup>(1)</sup>	3,019.56	2,434.53	5,049.34	3,938.10	3,227.42
Adjusted EBITDA (in ₹ million) <sup>(2)</sup>	623.89	579.77	1,193.46	912.21	755.95
Adjusted EBITDA Margin (%) <sup>(3)</sup>	20.66%	23.81%	23.64%	23.16%	23.42%
Restated Profit for the year / period from continuing operations (in ₹ million) <sup>(4)</sup>	242.58	367.67	753.08	634.67	380.05
PAT Margin (%) <sup>(5)</sup>	7.77%	14.82%	14.51%	15.40%	11.00%
Net Worth (in ₹ million) <sup>(6)</sup>	4,166.37	3,709.33	3,836.72	3,392.86	2,925.45
Return on Net Worth (%) <sup>(7)</sup>	5.82	9.91	19.63	18.71	12.99
Return on Capital Employed (%) <sup>(8)</sup>	11.23	12.57	24.95	22.02	20.43
Premium Under Management (in ₹ million) <sup>(9)</sup>	95,425.65	70,096.04	145,746.49	110,488.75	79,184.93
Revenue per average head count on non – government contracts (in ₹ million) <sup>(10)</sup>	0.67	0.61	1.20	1.06	0.88

Notes:

1. Revenue from contracts with customers.

2. EBITDA, adjusted to exclude (i) other income and (ii) exceptional item.

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3. Adjusted EBITDA divided by revenue from contracts with customers.
4. Restated Profit/(Loss) for the year/period from continuing operations.
5. Restated Profit/(Loss) for the year from continuing operations divided by total income.
6. Net worth is the sum of equity share capital and other equity including non controlling interest.
7. Return on Net Worth is the profit after tax from continuing operations divided by Net Worth.
8. Return on capital employed is EBIT from continuing operations (as defined below) including other income divided by total assets minus total current liabilities.  
EBIT from continuing operations refers to earning before interest and tax from continuing operations and is calculated as the restated profit for the year from continuing operations adjusted to exclude finance cost, income tax expense and exceptional item.
9. Total premiums administered during the year including premiums acquired on account of mergers and acquisitions.
10. Revenue from continuing operations (excluding government business) and computed for entities/businesses owned for the full financial year divided by the average headcount (excluding government business) and computed for entities/businesses owned for the full financial year.

**Industries Served:** As a third party administrator, we act as a facilitator between (a) insurance companies and their policy holders, (b) insurance companies and healthcare providers (such as hospitals), and (c) the Government and beneficiaries of public health schemes. For further details, see "Our Business" on page 159 of the RHP.

**Revenue segmentation in terms of top 5/10 clients or industries:** For the Financial Years 2021, 2022 and 2023, and the six months ended September 30, 2023, our five largest clients by revenue contributed ₹2,524.84 million, ₹3,109.32 million, ₹3,937.02 million, and ₹2,144.74 million, or 78.23%, 78.95%, 77.97% and 71.03% of our total revenue from contracts with customers, respectively.

**Intellectual Property, if any:** Our Company has 11 trademarks registered under various classes of the Trademarks Act, 1999. Further, Medi Assist TPA has five registered trademarks under the Trade Marks Act, 1999 and Raksha TPA has four registered trademarks under the Trade Marks Act, 1999. The trademark application filed by Medi Assist TPA for the "Medi Assist" under class 44 of the Trade Marks Act, 1999 is objected at present by the Trade Marks Registry. Further, our Company has also made seven applications for the registration of trademarks before the Trade Marks Registry. For further information, see "Government and Other Approvals" on page 359 of the RHP.

**Market Share:** The market share of Medi Assist TPA, Raksha TPA and Medvantage TPA in gross premium serviced across group and retail policies during Financial Year 2023 are 17.26%, 2.21% and 0.70% respectively. (Source: F&S Report)

**Manufacturing plant, if any:** N/A

**Employee Strength:**

As of September 30, 2023, we engaged 6,219 personnel (of which 4,840 personnel were full-time employees), including personnel on contract. The following table sets forth the function wise split of our full-time personnel as of September 30, 2023:

Function	Number of full-time personnel
Business Development	31
Leadership	18
Provider Network	111
Operation	4,450
Government Schemes	1,609
<b>Total</b>	<b>6,219</b>

As of September 30, 2023, 40.14% of our employees were women.

### BOARD OF DIRECTORS

Name	Designation	Experience and Educational Qualification	Other Directorship
Dr. Vikram Jit Singh Chhatwal	Chairman and Whole-time Director	He holds a bachelors' degree in medicine and surgery from Jawaharlal Nehru Medical College, Belgaum, degree of Doctor of Philosophy from the National University of Singapore, masters' degree in business administration in international management from Ecole Nationale des Ponts et Chaussées, Paris and a post-graduate diploma in public health administration from the Institute of Health Care Administration, Chennai. He was previously associated with Apollo Health Street, Indraprastha Apollo Hospitals, Reliance Capital Limited, Advent India PE Advisors Private Limited and was a member of the NUS President's Advancement Advisory Council. He joined our Company in 2007 as an additional director.	<b>Indian Entities:</b> • Medi Assist Insurance TPA Private Limited; • Medvantage Insurance TPA Private Limited; • Medimatter Health Management Private Limited; and • VSMM Consultants Private Limited.
Satish V.N. Gidugu	Whole-time Director and Chief Executive Officer	He joined our Company on October 7, 2013 as Chief Technology Officer and was re-designated as Chief Operating Officer of our Company on January 12, 2015. He holds a bachelors' degree in technology (naval architecture) from the Indian Institute of Technology, Madras. He was previously associated with redBus (a part of MakeMyTrip Limited), SAP Labs India Private Limited and Intergraph Consulting Private Limited.	<b>Indian Entities:</b> • Medi Assist Insurance TPA Private Limited; and • Medimatter Health Management Private Limited.
Vishal Vijay Gupta	Non-Executive Nominee Director	He holds a post graduate diploma in management from the Indian Institute of Management, Calcutta and is also an associate member of the Institute of Chartered Accountants of India. He is currently the Managing Director of BVP India Investors Private Limited, an affiliate of Bessemer Venture Partners and was previously associated with DSL Software Limited.	<b>Indian Entities:</b> • Anunta Technology Management Services Limited; • BVP India Investors Private Limited; • Hungama Digital Media Entertainment Private Limited; • IIM Udaipur Incubation Centre; • Innoviti Technologies Private Limited; • Lentra AI Private Limited; • Medisage E-Learning Private Limited; • Nephrocare Health Services Private Limited; • Perfios Software Solutions Private Limited; • Rupifi Technology Solutions Private Limited; • Phasorz Technologies Private Limited; • Sanghvi Beauty & Technologies Private Limited; • Solvy Tech Solutions Private Limited; • Supermarket Grocery Supplies Private Limited; and • Urbanclap Technologies India Private Limited. <b>Foreign Entity:</b> • Livspace Pte. Ltd.

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Name	Designation	Experience and Educational Qualification	Other Directorship
Gaurav Sharma	Non-Executive Nominee Director	He holds a bachelors' degree of technology (textile technology) from the Indian Institute of Technology, Delhi and a masters' degree in business administration from the Wharton School, University of Pennsylvania. He is currently head of India Investment Business at Investcorp India Asset Managers Private Limited. He was previously associated with Providence Equity Advisors India Private Limited and Deutsche Bank Securities Inc.	<b>Indian Entities:</b> • ARR Advisory Private Limited; • Intergrow Brands Private Limited; • Investcorp India Asset Managers Private Limited; • Nephrocare Health Services Private Limited; • Skyron Eco Ventures Private Limited; • Safari Industries (India) Limited; • V-Ensure Pharma Technologies Private Limited; • Wingreens Farms Private Limited; and • Zolostays Property Solutions Private Limited. <b>Foreign Entities:</b> • Freshtohome Pte. Ltd; and • Global Dental Services Limited.
Himani Kapadia	Independent Director	She holds a bachelors' degree in commerce from University of Mumbai. She is also a qualified chartered accountant. She is currently the managing director of OLIVER+ (Part of Oliver India and Inside Ideas Group), and was previously associated with Publicis Groupe's digital operations in India as CEO for its agencies, Publicis Sapient and Digitas.	<b>Indian Entities:</b> • Grandmaster Exim Private Limited; and • Medi Assist Insurance TPA Private Limited
Gopalan Srinivasan	Independent Director	He holds a bachelors' degree in commerce from University of Madras. He is a fellow member of the Institute of Cost Accountants of India and a fellow of the Federation of Insurance Institutes. He was previously the chairman cum managing director of United India Insurance Company Limited and chairman cum managing director for The New India Assurance Company Limited.	<b>Indian Entities:</b> • Agamanalytics Private Limited; • BACQ Acquisitions Private Limited; • GICHFL Financial Services Private Limited; • Iassist Innovations Labs Private Limited; • Insuretech Digital Solutions India Private Limited; • Inxchange Private Limited; • Navi General Insurance Limited; • PB Fintech Limited; and • Valueatics Reinsurance Limited. <b>Foreign Entities:</b> • India International Insurance Pte. Ltd.; • The New India Insurance Co. (T&T) Ltd; and • Mayfair We Care Limited.
Anil Chanana	Independent Director	He holds a bachelors' degree in commerce (honours) from University of Delhi and is also an associate member of the Institute of Chartered Accountant of India. He was awarded the certificate of completion of the financial management program from the Graduate School of Business, Stanford University. He has experience in handling finance functions, including in the information technology sector, and in providing consultancy services. He was previously associated with Ansaldo Impianti SpA, CMC Limited and was the chief financial officer at HCL Technologies Limited for nine years (during 2009 to 2018).	<b>Indian Entities:</b> • Campus Activewear Limited; • Cohance Lifesciences Limited; • DFM Foods Limited; • IGT Solutions Private Limited; • Servacio Consulting Private Limited; and • ZCL Chemicals Limited.
Dr. Ritu Niraj Anand	Independent Director	She holds a degree of doctor of philosophy from University of Mumbai. She was the senior vice president at Tata Consultancy Services and was involved with Tata Consultancy Services for over three decades.	<b>Indian Entities:</b> • DSP Pension Fund Managers Private Limited; and • Godrej Agrovet Limited
Ananda Mukerji	Independent Director	He holds a bachelors' degree in technology (mechanical engineering) from the Indian Institute of Technology, Kharagpur and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He was previously associated with ICICI Bank Limited, Firstsource Solutions Limited, and is currently the executive chairman of Anunta Technology Management Services Limited.	<b>Indian Entity:</b> • Anunta Technology Management Services Limited <b>Foreign Entity:</b> • Anunta Tech Inc

For further details in relation to our Board of Directors, see "Our Management" beginning on page 202 of the RHP.

**OBJECTS OF THE OFFER**

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and for the Offer for Sale of up to 28,028,168 Equity Shares. For further details, see "The Offer" on page 73 of the RHP

**Utilization of Proceeds:** Our Company will not receive any proceeds from the Offer. All proceeds from the Offer will go to the Selling Shareholders, in proportion to the Equity Shares offered by them in the Offer for Sale. For details of Offered Shares by each Promoter Selling Shareholder, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 73 and 366 of the RHP, respectively.

**Means of Finance:** Not Applicable

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of the Company in the preceding 10 years:** Not Applicable

**Terms of Issuance of Convertible Security, if any:** Not Applicable

**Name of Monitoring Agency:** Not Applicable

**Shareholding Pattern as on the date of the RHP:**

Category of shareholder	Number of fully paid up equity shares held	% holding of pre-Offer Equity Share Capital
Promoters and Promoter Group	53,117,212*	77.14
Public	15,742,000	22.86
<b>Total</b>	<b>68,859,212</b>	<b>100.00</b>

\*537,080 Equity Shares held by Medimatter Health Management Private Limited jointly with Dr. Vikram Jit Singh Chhatwal.

**Number of Equity Shares proposed to be sold by Selling Shareholders:** Up to 28,028,168 Equity Shares. For details, see "Details of the Selling Shareholders, Offer for Sale and Weighted Average Cost of Acquisition" beginning on page 1 of this Abridged Prospectus.

**SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION**

(₹ in million other than share data)

Particulars	As at and for the six months ended		Fiscal 2023	Fiscal 2022	Fiscal 2021
	September 30, 2023	September 30, 2022			
Equity Share capital	344.30	344.30	344.30	344.30	0.37
Total Equity	4,166.37	3,709.33	3,836.72	3,392.86	2,925.45
Total income	3,120.29	2,481.41	5,189.55	4,120.23	3,455.74
Restated profit for the period/year from continuing operations	242.58	367.67	753.08	634.67	380.05
Restated profit for the period/year	224.86	366.73	740.42	642.18	262.74
Restated earnings per share for continuing operation - Basic <sup>(1)</sup> (in ₹)	3.36	5.34	10.94	9.22	5.67
Restated earnings per share for continuing operations - Diluted <sup>(1)</sup> (in ₹)	3.33	5.29	10.83	9.14	5.62
Restated earnings per share for continuing and discontinued operations - Basic (in ₹)	3.10	5.33	10.76	9.33	3.92
Restated earnings per share for continuing and discontinued operations - Diluted (in ₹)	3.07	5.28	10.65	9.25	3.88
Net asset value per equity share <sup>(2)</sup> (in ₹)	60.51	53.87	55.72	49.27	42.48
Borrowings <sup>(3)</sup>	0.77	0.00	0.77	Nil	Nil
Adjusted EBITDA Margin <sup>(4)</sup>	20.66	23.81	23.64	23.16	23.42
Return on Net Worth <sup>(5)</sup>	5.82	9.91	19.63	18.71	12.99
Return on Capital Employed <sup>(6)</sup>	11.23	12.57	24.95	22.02	20.43

(1) Earnings per share (basic and diluted) are computed in accordance with Ind AS 33 - Earnings Per Share notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended)

(2) Net asset value per equity share represents Net Worth (as defined below) as at the end of the Financial Year, as restated, divided by the number of Equity Shares outstanding at the end of the year. Net asset value per share for Fiscal 2021 has been presented to reflect the adjustments for issue of bonus shares and stock split subsequent to March 31, 2021.

"Net worth" means sum of equity share capital and other equity including non-controlling interests as per restated consolidated financial information.

(3) Borrowings include current borrowings and non-current borrowings.

(4) Adjusted EBITDA divided by revenue from contracts with customers.

(5) Return on Net Worth is the profit after tax from continuing operations divided by Net Worth.

(6) Return on capital employed is EBIT from continuing operations (as defined below) including other income divided by total assets minus total current liabilities.

EBIT from continuing operations refers to earning before interest and tax from continuing operations and is calculated as the restated profit for the year from continuing operations adjusted to exclude finance cost, income tax expense and exceptional item.

**INTERNAL RISK FACTORS**

Below mentioned risks are the top five risk factors as per the RHP:

- For the Financial Years 2021, 2022 and 2023, and the six months ended September 30, 2023, our five largest clients by revenue contributed ₹2,524.84 million, ₹3,109.32 million, ₹3,937.02 million, and ₹2144.74 million or 78.23%, 78.95%, 77.97%, and 71.03% of our total revenue from contracts with customers, respectively. The loss of one or more such clients could adversely affect our business and prospects.
- The report of B S R & Co. LLP, the previous statutory auditors of our Company and one of our Subsidiaries, Medi Assist TPA, contains certain disclaimers of opinion, and the reports of M S K A & Associates, Chartered Accountants, the current statutory auditors of our Company and one of our Subsidiaries, Medi Assist TPA, contain other matter and emphasis of matter paragraphs, as applicable.
- Our business is significantly dependent on group accounts in certain industries, and for the Financial Years 2021, 2022, 2023, and the six months ended September 30, 2023, of the total premiums serviced attributable to our 50 largest group accounts, group accounts in the IT/ITES sector contributed 50.02%, 45.48%, 45.68% and 46.11% respectively, and group accounts in the BFSI sector contributed 21.37%, 21.01%, 20.57% and 22.53% respectively. Any adverse developments affecting such industries may adversely affect our business and results of operations.
- We are dependent on our Directors, Key Managerial Personnel and Senior Management, and the loss of, or our inability to attract or retain our employees and our Directors, Key Managerial Personnel and Senior Management could adversely affect our business, results of operations and financial condition.
- We derive a significant portion of our revenue from contracts with customers from our Subsidiaries. Our Subsidiaries, Medi Assist TPA and Medvantage TPA contributed to 96.32% of our revenue from contracts with customers in the Financial Year 2023 and our Subsidiaries, Medi Assist TPA, Medvantage TPA and Raksha TPA contributed 92.98% of our revenue from contracts with customers in the six months ended September 30, 2023.

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

A. A summary of outstanding litigation proceedings involving our Company, our Promoters, our Directors, our Subsidiaries and our Group Companies as on the date of the Red Herring Prospectus is provided below:

Name of Entity <sup>(1)</sup>	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Material civil litigation	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Aggregate amount involved (₹ in million) <sup>(2)</sup>
<b>Company</b>						
By the Company	Nil	NA	NA	1	NA	115.91
Against the Company	Nil	3	2 <sup>(3)</sup>	Nil	NA	17.03 <sup>(4)</sup>
<b>Directors</b>						
By the Directors	Nil	NA	NA	Nil	NA	Nil
Against the Directors	1	Nil	4 <sup>(3)(5)</sup>	Nil	NA	Nil <sup>(6)(7)</sup>

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Name of Entity <sup>(1)</sup>	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Material civil litigation	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Aggregate amount involved (₹ in million) <sup>(2)</sup>
<b>Promoters</b>						
By the Promoters	Nil	NA	NA	Nil	NA	Nil
Against the Promoters	Nil	1	2 <sup>(3)(5)</sup>	1	2	0.46 <sup>(6)(7)</sup>
<b>Subsidiaries</b>						
By the Subsidiaries	10	NA	NA	Nil	NA	Nil
Against the Subsidiaries	2	7	Nil	Nil	NA	586.21

(1) There is no pending litigation involving our Group Companies which will have a material impact on our Company.

(2) To the extent quantifiable

(3) This includes the notice received from the Office of the Registrar of Companies, Karnataka at Bengaluru dated June 16, 2023 by our Company alleging non-compliance with Section 90(4) of the Companies Act 2013 read with Rule 4 of the Companies (Significant Beneficial Owners) Rules, 2018 in relation to the delayed filing of Form BEN-2, in which our Promoter and Chairman and Whole-Time Director, Dr. Vikram Jit Singh Chhatwal and our Whole-Time Director Satish V.N. Gidugu have also been named as a party.

(4) Also includes proposed penalty amount on the officers of the Company named as parties in the notice received from the Office of the Registrar of Companies, Karnataka at Bengaluru dated June 16, 2023 by our Company.

(5) This includes the notice received from the Office of the Registrar of Companies, Karnataka at Bengaluru dated June 16, 2023 by Mandala and our Promoter Dr. Vikram Jit Singh Chhatwal, who is also our Chairman and Whole-Time Director alleging non-compliance with Section 90(4) of the Companies Act 2013 read with Rule 4 of the Companies (Significant Beneficial Owners) Rules, 2018 in relation to the delayed filing of Form BEN-2.

(6) Does not include the proposed penalty amount on the officers of Mandala named as parties in the notice received from the Office of the Registrar of Companies, Karnataka at Bengaluru dated June 16, 2023 by Mandala.

(7) Does not include the proposed penalty amount on the officers of the Company named as parties in the notice received from the Office of the Registrar of Companies, Karnataka at Bengaluru dated June 16, 2023 by our Company.

**B. Brief details of top five material outstanding litigation against the Company and amount involved:**

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
1.	A summon was issued by the Assistant Provident Fund Commissioner (Compliance), Regional Office, Hyderabad, dated January 14, 2016, to Aarogyasri Health Care Trust, to whom the Company provides business process outsourcing support services, alleging that our Company has not deducted the requisite amount of provident fund dues and not enrolled all eligible employees as members under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952. Our Company has responded to such summons on December 15, 2017. The matter was transferred to Employees' Provident Fund Organisation, Bengaluru.	Assistant Provident Fund Commissioner (Compliance), Regional Office, Hyderabad	The matter is currently pending.	Not quantifiable
2.	Our Company, our Whole-Time Directors, Dr. Vikram Jit Singh Chhatwal and Satish V.N. Gidugu and other officers of our Company received a show cause notice from the Office of the Registrar of Companies, Karnataka at Bengaluru, dated June 16, 2023 for non-compliance with Section 90(4) of the Companies Act 2013 read with Rule 4 of the Companies (Significant Beneficial Owners) Rules, 2018 in relation to the delayed filing of Form BEN-2 and proposed imposition of penalties of ₹ 0.12 million on our Company and ₹ 0.03 million each on the individuals named in the notice. Our Company has responded to such notice on June 30, 2023 and has, <i>inter alia</i> , submitted that the Form BEN-2 filed by the Company was within the relaxed time period pursuant to certain MCA circulars.	Office of the Registrar of Companies, Karnataka at Bengaluru	There has been no further correspondence in relation to the matter.	₹ 0.25 million

**C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any -**

- Medimatter Health, has 53 outstanding unsecured, redeemable, non-convertible debentures listed on BSE, in respect of which it has received e-mails from the Listing Compliance Department, BSE, dated March 5, 2021 and May 20, 2021 for non-compliance with Regulations 13(3) of the SEBI Listing Regulations which requires a listed entity to furnish quarterly report on investor complaints within 21 days from the end of each quarter. Medimatter Health had not submitted or delayed its submission of the statement on investor complaints for the quarter ended December 2020 and March 2021 and was liable to pay fine in terms of SEBI circular (SEBI/HO/DDHS/DDHS/CIR/P/2020/231) dated November 13, 2020. Medimatter Health has paid such fine amounting to ₹ 0.08 million.
- In terms of SEBI circular (SEBI/HO/MIRSD/CRADT/CIR/P/2020/207) dated October 22, 2020, pertaining to contribution by issuers of listed debt securities towards creation of recovery expense fund, Medimatter Health was required to deposit an amount equal to 0.01% of issue size of its unsecured, redeemable, non-convertible debentures, towards recovery expense fund with BSE, the designated stock exchange. Such deposit amounting to ₹ 0.05 million was deposited with BSE approximately six months from the due date. Based on advice received from BSE, Medimatter Health filed an application with SEBI dated October 4, 2021 to condone the delay in depositing recovery expense fund with BSE, and SEBI pursuant to its letter dated November 15, 2021 acceded to the condonation request.

**D. Brief details of outstanding criminal proceedings against Promoters : Nil**

For further details of outstanding litigation, see "*Outstanding Litigation and Material Developments*" beginning on page 352 of the RHP.

**ANY OTHER IMPORTANT INFORMATION AS PER BRLMs/COMPANY - NIL**

**DECLARATION BY OUR COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities Exchange Board of India Act, 1992 ("**SEBI Act**"), as the case may be, have been complied with and no statement, made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements made in the Red Herring Prospectus are true and correct.

**DECLARATION BY THE SELLING SHAREHOLDER**

Each of the Selling Shareholders, hereby confirms that all statements and undertakings specifically made or confirmed by it in the Red Herring Prospectus in relation to itself as a Selling Shareholder and the Equity Shares offered by it through the Offer for Sale, are true and correct. Each of the Selling Shareholders assumes no responsibility for any other statements, including, any and all statements made or confirmed by, about or relating to the Company, its business or any other Selling Shareholder or any other person(s) in the Red Herring Prospectus.