

August 11, 2025

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code: 544088

Symbol: MEDIASSIST

Dear Sir/ Madam,

Subject: Notice of Extra-ordinary General Meeting of the Company.

This is to inform that the Extra-Ordinary General Meeting (“EGM”) of the Company will be held on Thursday, September 04, 2025 at 11.00 a.m. (IST) through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) to transact the business as set out in the EGM Notice (*as defined hereinafter*), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. We are enclosing herewith a copy of Notice of Extra Ordinary General Meeting, along with explanatory statement (“EGM Notice”).

The remote e-voting period commences from Monday, September 01, 2025 (9.00 a.m. IST) and ends on Wednesday, September 03, 2025 (5.00 p.m. IST). During this period, Members of the Company, holding shares, as on the **cut-off date i.e., Thursday, August 28, 2025** may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on the cut-off date. The EGM Notice inter alia includes the detailed procedure for remote e-voting. The business as set out in the EGM Notice shall be transacted through voting by electronic means only.

The EGM Notice can also be accessed on the website of the Company at www.mediassist.in

You are requested to take the same on record.

Yours faithfully,
For Medi Assist Healthcare Services Limited

Rashmi B.V
Company Secretary & Compliance Officer

Encl.: As above

Medi Assist Healthcare Services Limited

CIN - L74900MH2000PLC437885

Registered Office : AARPEE Chambers, SSRP Building, 7th Floor, Andheri Kurla Road, Marol Co-operative Industrial Estate Road
Gamdevi, Marol, Andheri East, Marol Bazar, Mumbai - 400 059, Maharashtra
Phone : +91-22-6259 6797

Corporate Office : Tower “D”, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029, Karnataka
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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting (“EGM”) of the Members of M/s. Medi Assist Healthcare Services Limited (“the Company”) will be held on Thursday, September 4, 2025 at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following special business:

ITEM NO. 1: ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS

*To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) [“the **Act**”], the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India Act, 1992, as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957, other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“**SEBI**”), and/ or the stock exchanges where the shares of the Company are listed, the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) [BSE and NSE together, the “**Stock Exchanges**”] on which the equity shares of the Company (“**Equity Shares**”) are listed, Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 read with the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), and subject to any other provisions of applicable law [including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued thereunder from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India, the SEBI, the Stock Exchanges, the jurisdictional Registrar of Companies, and such other statutory/ regulatory authorities (hereinafter collectively referred to as “**Regulatory Authorities**”)], in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions of the Regulatory Authorities, and such other approvals from other persons, as may be necessary or required and such conditions as may be imposed or prescribed by them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the **Board**” which term shall be deemed to mean and include any committees of the Board of Directors, including the Fund Raise Committee constituted by the Board of Directors to exercise its powers including the powers conferred by this resolution or the Board of Directors), the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot by way of preferential issue on a private placement basis up to

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37,01,000 (Thirty Seven Lakhs and One Thousand only) fully paid-up Equity Shares of the Company (“**Subscription Shares**”) having face value of INR 5/- (Indian Rupees Five only) each, at a price of INR 535/- (Indian Rupees Five Hundred and Thirty Five only) [including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only)] per Equity Share, aggregating up to INR 1,98,00,35,000/- (Indian Rupees One Hundred and Ninety Eight Crore and Thirty Five Thousand only), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to Massachusetts Institute of Technology and 238 Plan Associates LLC (“**Proposed Allottees**”), who are qualified institutional buyers (“**QIBs**”) in terms of the SEBI ICDR Regulations, who are not promoters and do not belong to the promoter(s) and the promoter group of the Company, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, in the following manner (“**Preferential Issue**”):

| No. | Name of the Proposed Allottee | Details of the Proposed Allottee (name, address, country of incorporation / residency) | No. and price of Equity Shares proposed to be issued and allotted to the Proposed Allottee | Aggregate Consideration |
|-----|--|---|--|---|
| 1. | Massachusetts Institute of Technology, a foreign portfolio investor registered with SEBI with registration no INUSFP269015 | Registered office: 77 Massachusetts Avenue, Cambridge, MA 02139 Country of Incorporation: Massachusetts, USA Permanent Account Number: AADCM8931A | 28,90,830 Equity Shares at a price of INR 535/- per Equity Share | INR 1,54,65,94,050/- (Indian Rupees One Hundred Fifty-Four Crores Sixty-Five Lakhs Ninety-Four Thousand and Fifty only) |
| 2. | 238 Plan Associates LLC, a foreign portfolio investor registered with SEBI with registration no INUSFP012319 | Registered office: CSC 84 State Street, Boston, MA 02109 Country of Incorporation: Massachusetts, USA Permanent Account Number: AAACZ6706B | 8,10,170 Equity Shares at a price of INR 535/- per Equity Share | INR 43,34,40,950/- (Indian Rupees Forty-Three Crores Thirty-Four Lakhs Forty Thousand Nine Hundred and Fifty only) |

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the Subscription Shares to be issued and allotted is Tuesday, August 5, 2025 being the date 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

1. The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

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2. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
3. The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations.
4. Where the allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/ or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
5. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
6. The Subscription Shares to be allotted to the Proposed Allottees shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
7. The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
8. The consideration for Preferential Issue shall be paid to the Company from the bank accounts of the respective Proposed Allottees to be paid at the time of allotment.
9. The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT if any of the Proposed Allottee(s) is found not eligible for the Preferential Issue or approval of any of the relevant Regulatory Authority, as may be required, is not received, the Company shall not allot any Equity Shares to such Proposed Allottee(s).

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees, through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and the SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Subscription Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) To appoint and enter into arrangements with merchant banker, legal counsel, registrar, and other advisors necessary for the Preferential Issue, and to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., in connection therewith and to give them such directions or instructions as they may deem fit from time to time;
- (ii) To take necessary actions and steps for obtaining relevant approvals from Regulatory Authorities or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Preferential Issue; including making necessary applications and making such submissions as may be required, including applications to the Stock Exchanges for obtaining in-principle, listing and trading approval in connection with the Preferential Issue to be allotted pursuant to the Preferential Issue;
- (iii) To finalize and issue necessary offer documents including but not limited to the Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form or offer document as prescribed under the Act and the SEBI ICDR Regulations, the notice of the meeting of the shareholders in connection with the Preferential Issue and to record the names of the Proposed Allottees in form PAS-5.
- (iv) To approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s) / supplement(s) / corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations and Act and the rules made thereunder and in compliance with any direction from SEBI and / or such other applicable authorities;
- (v) To vary, modify or amend, in accordance with applicable law, the terms and conditions of the Preferential Issue;
- (vi) To authorize opening of the bank account(s) with any nationalised bank / private bank / scheduled bank for the purpose of receiving application money in respect of the Preferential Issue;
- (vii) To issue and allot Subscription Shares pursuant to the Preferential Issue upon receipt of the requisite approvals and the share subscription money, in accordance with the applicable laws;
- (viii) Seek the admission of the Subscription Shares in the depository system of the National Securities Depository Limited and/or Central Depository Services (India) Limited and undertake such corporate actions as may be required in this regard;

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- (ix) To appoint a monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations to monitor the use of the proceeds of the Preferential Issue, to decide the terms of their engagement, including remuneration, and to enter into such agreements and contracts as may be required in this regard;
- (x) To execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors and any agreement or letters with the Proposed Allottees) in connection with the Preferential Issue;
- (xi) To settle any question, difficulty or doubt that may arise in connection with the Preferential Issue including the issuance and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Preferential Issue and allotment of the Equity Shares; and to take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Preferential Issue;
- (xii) To undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations; and
- (xiii) To take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and the decision of the Board shall be final and conclusive, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and do all such acts, deeds and things which may be necessary, incidental, consequential, relevant or ancillary in this regard and to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Date: August 11, 2025

Place: Bengaluru

**By the Order of the Board
For Medi Assist Healthcare Services Limited**

**Sd/-
Rashmi BV
Company Secretary & Compliance Officer
ICSI Membership No. A38729**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER
RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL
STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY
SECRETARIES OF INDIA**

The Company is a leader in Health benefits administration space with around 6,394 (Six Thousand Three Hundred Ninety Four) employees and combined market share of 23.1% (Twenty Three Point One Percent) in group and retail segment (as on June 30, 2025) of the Indian health insurance industry by premiums under management. The Company also offers technology and other services to Insurance companies and other stakeholders of the health insurance industry and has also recently signed a long-term contract with Star Health and Allied Insurance, one of the leading insurance companies in India to provide technology services related to claims processing. The Company has also completed the acquisition of Fairfax owned Paramount Health Services & Insurance TPA Private Limited, for a total purchase consideration of INR 4,12,40,00,000/- (Indian Rupees Four Hundred and Twelve Crores and Forty Lakhs only) on July 1, 2025 (“**Paramount Acquisition**”), which is the largest TPA transaction by size in India. The payout for the acquisition was completed using internal accruals and debt financing.

Based on the Audited Financial Results for the financial year ended on March 31, 2025 and unaudited management estimates for July 1, 2025, the overall debt and cash position of the Company and its subsidiaries (“**Group**”) is as follows:

| Particulars | Position as on 31 st March, 2025 INR (crores) | Position as on 1 st July, 2025* INR (crores) |
|--|--|---|
| Total Group Cash ¹ position (net of earmarked cash) | 462.3 | 341.0 |
| Total Group debt / loans outstanding to external lenders | 150.1 | 303.3 |
| Net Cash / (Debt) | 312.2 | 37.7 |

¹Cash includes investments in fixed deposits, mutual funds and other short-term investments

* As adjusted (unaudited) for Paramount Acquisition

The Company aims to maintain a healthy capital structure and a reasonable amount of cash reserves on the balance sheet for working capital, growth initiatives and other opportunities for the Medi Assist Group. As a measure of achieving efficient financial management and an optimal financial and capital structure, a proposal from marquee long-term investors in the Company was considered as an appropriate option to reduce debt on the balance sheet and improve the shareholding structure of the Company.

In view of the above, the Board of Directors of the Company (“**Board**”) at their meeting held on August 7, 2025, approved raising of funds aggregating up to INR 1,98,00,35,000/- (Indian Rupees One Hundred and Ninety Eight Crore and Thirty Five Thousand only) by way of issuance of up to 37,01,000 (Thirty Seven Lakhs and One Thousand only) fully paid up equity shares of face value of INR 5/- (Indian Rupees Five only) each (“**Equity Shares**”) (“**Subscription Shares**”), at a price of INR 535/- (Indian Rupees Five Hundred and Thirty Five only) [including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only)] per Equity Share, aggregating up to INR 1,98,00,35,000/- (Indian Rupees One Hundred and Ninety Eight Crore and Thirty Five Thousand only) to Massachusetts Institute of Technology and 238 Plan Associates LLC (referred to as the “**Proposed Allottees**”), by way of a preferential issue through private

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placement offer (the “**Preferential Issue**”), subject to the approval of the Members and such other approvals as may be required. In this regard, the Board, pursuant to its resolution dated August 7, 2025, has noted and accepted the binding offer for subscription dated August 4, 2025, made by each of the Proposed Allottees, to the Company for investment in the Company.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), to subscribe to the Subscription Shares to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue the Equity Shares of the Company by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to INR 1,98,00,35,000/- (Indian Rupees One Hundred and Ninety Eight Crore and Thirty Five Thousand only) by way of issuance of up to 37,01,000 (Thirty Seven Lakhs and One Thousand) Equity Shares at a price of INR 535/- (Indian Rupees Five Hundred and Thirty Five only) [including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only)] per Equity Share, each payable in cash, as per the particulars specified below, to the Proposed Allottees, and as the Board of the Company may determine, in the following manner:

| No. | Name of the Proposed Allottee | Details of the Proposed Allottee (name, address, country of incorporation / residency) | Category | No. and price of Equity Shares proposed to be issued and allotted to the Proposed Allottee | Aggregate Consideration |
|-----|--|---|----------|--|---|
| 1. | Massachusetts Institute of Technology, a foreign portfolio investor registered with SEBI with registration no INUSFP269015 | Registered office: 77 Massachusetts Avenue, Cambridge, MA 02139 Country of Incorporation: Massachusetts, USA Permanent Account Number: AADCM8931A | QIB-FPI | 28,90,830 Equity Shares at a price of INR 535/- (Indian Rupees Five Hundred and Thirty Five only) including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only) per Equity Share | INR 1,54,65,94,050/- (Indian Rupees One Hundred Fifty-Four Crores Sixty-Five Lakhs Ninety-Four Thousand and Fifty only) |
| 2. | 238 Plan Associates LLC, a foreign portfolio investor registered with SEBI with registration no INUSFP012319 | Registered office: CSC 84 State Street, Boston, MA 02109 Country of Incorporation: Massachusetts, USA Permanent Account Number: AAACZ6706B | QIB-FPI | 8,10,170 Equity Shares at a price of INR 535/- (Indian Rupees Five Hundred and Thirty Five only) including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only) per Equity Share | INR 43,34,40,950/- (Indian Rupees Forty-Three Crores Thirty-Four Lakhs Forty Thousand Nine Hundred and Fifty only) |

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Both the Proposed Allottees are qualified institutional buyers (“QIBs”) in terms of the SEBI ICDR Regulations.

Necessary information / details in respect of the proposed Preferential Issue in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

I. Objects of the Issue

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects (“**Objects**”):

1. For undertaking investment in Medi Assist Insurance TPA Pvt. Limited, a wholly-owned material subsidiary of the Company (“**Subsidiary**”), in the form of equity/ quasi equity, debt/ loan instruments, which will be utilized by the Subsidiary to prepay/repay, in full or part, all or a portion of certain outstanding borrowings availed by the Subsidiary from banks, non-banking finance companies and other lenders, if any. (“**Investment in Subsidiary for Debt Prepayment/ Repayment**”).
2. Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses and investments of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (“**General Corporate Purposes**”).

(collectively referred to below as the “**Objects**”)

II. Utilization of Issue Proceeds

The broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

| S. No. | Particulars | Total estimated amount to be utilised for each of the Objects* (INR In crore) | Tentative Timeline for Utilization |
|--------|---|---|------------------------------------|
| 1. | Investment in Subsidiary for Debt Prepayment/ Repayment | 150 | Within 2 years |
| 2. | General Corporate Purposes | 48.0035 | Within 2 years |
| | Total | 198.0035 | Within 2 years |

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy for capital allocation and growth opportunities, competition and other

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external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Mode of Keeping the Issue Proceeds

Pending complete utilization of the Issue Proceeds for the Objects described above, our Company (including its subsidiaries) intend to, *inter alia*, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, and any other investments as permitted under applicable laws and approved by the Board of Directors.

III. Monitoring of Utilisation of Issue Proceeds

- (a) Given that the issue size exceeds INR 100,00,00,000/- (Indian Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will appoint a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).
- (b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (Forty-Five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

IV. Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Equity Shares to be issued is Tuesday, August 5, 2025, i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

V. Particulars of the Preferential Issue including terms of issue, date of passing of Board resolution, kind of securities offered, total/maximum number of securities to be issued, and the issue price

The Board, at its meeting held on August 7, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 37,01,000 (Thirty Seven Lakhs and One Thousand) Equity Shares to the Proposed Allottees, each at a price of INR 535/- (Indian Rupees Five Hundred and Thirty Five only) (including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only) per Equity Share (aggregating up to INR 198,00,35,000/- (Indian Rupees One Hundred and Ninety Eight Crore and Thirty Five Thousand only)), for a cash

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consideration, by way of a preferential allotment on a private placement basis.

The Subscription Shares shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company listed on the Stock Exchanges bearing ISIN INE456Z01021 in all aspects (including with respect to entitlement to dividend and voting powers) from the respective dates of allotment thereof, in accordance with the applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

The Subscription Shares shall be subject to the following terms and conditions apart from others as specified in the foregoing resolution and prescribed under applicable law:

- (a) the Subscription Shares shall be allotted in dematerialised form by the Company within a period of 15 (Fifteen) days from the date of shareholder approval by special resolution, provided that where the allotment of the said Subscription Shares is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions;
- (b) the Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (c) the Subscription Shares shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals; and
- (d) the consideration for Preferential Issue shall be paid to the Company from the bank accounts of the respective Proposed Allottees, at the time of allotment of equity shares.

VI. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (NSE together with BSE are hereinafter referred to as the “Stock Exchanges”). Equity Shares are frequently traded in terms of the SEBI ICDR Regulations, and NSE, being the stock exchange with higher trading volumes for the relevant periods, has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue in accordance with the SEBI ICDR Regulations.

In terms of Regulation 164(4) of the SEBI ICDR Regulations, the minimum price at which the Subscription Shares may be allotted to QIBs, not exceeding five in number, shall be made at a price not less than the 10 (Ten) trading days’ volume weighted average prices of the Equity Shares quoted on a recognised stock exchange preceding the relevant date, provided that if the Articles of Association of the Company provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. However, the Articles of Association of the Company do not provide for any method of determination for valuation of shares which results in a floor price higher than the determined price pursuant to SEBI ICDR Regulations.

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Accordingly, in terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is INR 534.53 (Indian Rupees Five Hundred Thirty Four and Fifty Three Paise only) per Equity Share, which is a price not less than the 10 (Ten) trading days' volume weighted average prices of the related equity shares of the Company quoted on NSE preceding the Relevant Date. Dangi Jain & Co., Chartered Accountants (Firm Reg No. 308108E), having an office at Bengal Planters, Gillander House, 8, N.S. Road, Block-D, 3rd Floor, Room # 4, Kolkata – 700 001 have issued a certificate dated August 8, 2025 certifying the aforesaid computation of price of the shares of the Company in accordance with regulation 164(4) of Chapter V of SEBI ICDR Regulations, a copy of which is available on the Company's website at <https://www.mediassist.in/assets/pdf/investor-relations/mahs/preferential-allotment/certificate-floor-price-sebi-icdr-reg.pdf>

The pricing of the Subscription Shares proposed to be allotted to the Proposed Allottees pursuant to the Preferential Issue as approved by the Board is INR 535/- (Indian Rupees Five Hundred and Thirty Five only) [including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only)] per Subscription Share which is not less than the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations (as set out above).

Since the proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (Five Per Cent) of the post-issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

There will be no change in control of the Company consequent to the Preferential Issue.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (Ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

VII. Amount which the company intends to raise by way of such securities

Aggregating up to INR 198,00,35,000/- (Indian Rupees One Hundred and Ninety Eight Crore and Thirty Five Thousand only).

VIII. Maximum number of securities to be issued

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating up to INR 198,00,35,000 (Indian Rupees One Hundred and Ninety Eight Crore and Thirty Five Thousand only) by way of issuance of up to 37,01,000 (Thirty Seven Lakhs and One Thousand) Equity Shares, each at a price of INR 535/- (Indian Rupees Five Hundred and Thirty Five only) [including a premium of INR 530/- (Indian Rupees Five Hundred and Thirty only)] per Equity Share.

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IX. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The Subscription Shares shall be offered to the Proposed Allottees only who are not promoters or part of the promoter group. None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the Preferential Issue, and they will not be making any contribution either as part of the Preferential Issue or separately in furtherance of the Objects.

X. Proposed time schedule and time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of the shareholders resolution provided that where the allotment of the proposed Subscription Shares is pending on account receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals or permissions.

XI. Shareholding pattern of the Company before and after the Preferential Issue

Please refer to **Annexure A** to this EGM Notice for details.

XII. Names of the Proposed Allottees, class or classes of persons to whom the allotment is proposed to be made, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them

Please refer to **Annexure B** to this EGM Notice for details.

XIII. Principal terms of assets charged as securities

NA

XIV. Lock-in Period

The Subscription Shares shall be subject to lock-in for 6 (Six) months from the date of trading approval as specified under Regulation 167(2) of Chapter V of the SEBI ICDR Regulations.

XV. Undertakings

- (a) Neither the Company, nor any of its directors and / or promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations.
- (b) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

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- (c) As the Equity Shares have been listed for a period of more than 90 (Ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (d) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations.
- (e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- (f) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

XVI. Practicing Company Secretary's Certificate

The certificate from Mr. Biswajit Ghosh, Partner (Membership No. F8750), Practicing Company Secretary of M/s. BMP & Co. LLP dated August 11, 2025, pursuant to Regulation 163(2) of the SEBI LODR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the EGM and will also be made available on the Company's website and will be accessible at link: <https://www.mediassist.in/assets/pdf/investor-relations/mahs/preferential-allotment/compliance-certificate-sebi-icdr-reg.pdf>

XVII. The number of persons to whom Preferential Issue have already been made during the year, in terms of numbers of securities as well as price

The Company has not made any preferential allotment during the current financial year FY 2025-26.

XVIII. Listing

The Company will make applications to the Stock Exchanges at which the existing Equity Shares are already listed, for listing of the Subscription Shares.

XIX. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

The Proposed Allottees are non-promoter and such status will continue to remain the same post the Preferential Issue

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XX. Valuation and Justification for the allotment proposed to be made for consideration other than Cash

Not applicable, as the preferential issue will be undertaken for cash consideration.

XXI. Other disclosures

- (a) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- (b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (c) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (e) The Proposed Allottees are not related to the promoters of the Company.
- (f) The Proposed Allottees do not hold any Equity Shares in the Company as on the date of this Notice.
- (g) The Board of Directors has constituted a Fund Raise Committee to deal with all matters pertaining to the fund-raising, including the allotment of Equity Shares pursuant to the above preferential allotment.

The relevant documents, if any, in relation to the items listed above, are available for inspection by the Members at the Registered & Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 11.a.m. to 4.00 p.m. up to the date of the EGM and at the EGM. The documents shall also be available for inspection electronically, as per applicable law.

The Board believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board of Directors of the Company recommends the resolution as set out in Item No. 1 of the EGM Notice to the Members for their consideration and approval by way of a Special Resolution.

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None of the current Promoters, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the EGM Notice except to the extent of their respective shareholding in the Company.

Date: August 11, 2025
Place: Bengaluru

By the Order of the Board
For Medi Assist Healthcare Services Limited

Sd/-
Rashmi BV
Company Secretary & Compliance Officer
ICSI Membership No. A38729

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Annexure A

Shareholding pattern of the Company before and after the Preferential Issue

| S. No. | Category | Pre-Preferential Issue (As on June 30, 2025) | | Post-Preferential Issue of Subscription Shares* | |
|----------|---|---|-----------------|--|-----------------|
| | | No. of Equity Shares (INR 10 each) | % of holding | No. of Equity Shares (INR 10 each) | % of holding |
| A | Promoter Group | | | | |
| 1 | Indian | | | | |
| | a. Individuals/HUFs | 0.00 | 0.00 | 0.00 | 0.00 |
| | b. Bodies Corporate/Trusts /Any Other | 34,41,836 | 4.88 | 3,441,836 | 4.64 |
| | Sub-total A(1) | 34,41,836 | 4.88 | 3,441,836 | 4.64 |
| 2 | Foreign | 1,10,54,850 | 15.67 | 11,054,850 | 14.89 |
| | Sub-total A(2) | 1,10,54,850 | 15.67 | 11,054,850 | 14.89 |
| | Total Shareholding of Promoter Group [Sub-total A = A(1)+A(2)] | 1,44,96,686 | 20.55 | 14,496,686 | 19.53 |
| B | Non-Promoter Group (Public) | | | | |
| 1 | Institutions | | | | |
| | a. Mutual Funds | 1,81,03,903 | 25.67 | 18,103,903 | 24.39 |
| | b. Financial Institutions/ Banks | | | | |
| | c. Insurance Companies | 67,54,049 | 9.58 | 6,754,049 | 9.10 |
| | d. Foreign Portfolio Investors(Category I and II) | 97,96,047 | 13.89 | 1,26,86,877 | 17.09 |
| | e. Others | 49,63,164 | 7.04 | 5,773,334 | 7.78 |
| | Sub-total B(1) | 3,96,17,163 | 56.18 | 4,33,18,163 | 58.35 |
| 2 | Central Government/ State Government (s) | 0.00 | 0.00 | 0.00 | 0.00 |
| | Sub-total B(2) | 0.00 | 0.00 | 0.00 | 0.00 |

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| | | | | | |
|----------|--|--------------------|---------------|--------------------|---------------|
| 3 | Non-Institutions | | | | |
| i) | Individual shareholders holding nominal share capital upto Rs. 2 lakhs | 93,37,088 | 13.24 | 9,337,088 | 12.58 |
| ii) | Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs | 14,84,005 | 2.10 | 1,484,005 | 2.00 |
| b) | NBFCs registered with RBI | 6,810 | 0.01 | 6,810 | 0.00 |
| c) | Any other specify | | | | |
| | IEPF | 0.00 | 0.00 | 0.00 | 0.00 |
| | Trusts | 1,770 | 0.00 | 1,770 | 0.00 |
| | Foreign National | 0.00 | 0.00 | 0.00 | 0.00 |
| | Hindu Undivided Family | 3,24,286 | 0.46 | 324,286 | 0.44 |
| | Limited Liability Partnerships | 1,88,638 | 0.27 | 188,638 | 0.25 |
| | Non Resident Indians | 10,07,482 | 1.43 | 1,007,482 | 1.36 |
| | Foreign Portfolio Investor (Individual) | 0.00 | 0.00 | 0.00 | 0.00 |
| | Clearing Member | 453 | 0.00 | 453 | 0.00 |
| | Private Corporate Bodies | 0.00 | 0.00 | 0.00 | 0.00 |
| | Directors and their Relatives (excluding independent directors and nominee directors) | 2,20,056 | 0.31 | 220,056 | 0.30 |
| | Indian Public | 0.00 | 0.00 | 0.00 | 0.00 |
| | Others(Includes Foreign Companies, Bodies Corporate, Employees, and Trusts (employees) | 38,53,683 | 5.47 | 3,853,683 | 5.19 |
| | Sub-total B(3) | 1,64,24,271 | 23.29 | 16,424,271 | 22.12 |
| | Total Non-Promoter Group (Public) Shareholding [Sub-total B = B(1)+B(2)+B(3)] | 5,60,41,434 | 79.45 | 5,97,42,434 | 80.47 |
| C | Non-Promoter – Non Public/ Shares held by custodians for ADR and GDR | 0.00 | 0.00 | 0.00 | 0.00 |
| | Grand Total A+B+C | 7,05,38,120 | 100.00 | 7,42,39,120 | 100.00 |

* The shareholding provided above is calculated on a non-diluted basis. Note that 6,39,638 vested but unexercised stock options granted under the Company's ESOP scheme(s) have not been considered in the above computation.

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Annexure B

| No. | Name and Class/Category (public / promoter) of the Proposed Allottee | Details of the Proposed Allottee (name, address, country of incorporation / residency) | Category | Pre-Issue Shareholding in the Company | No. and price of Equity Shares proposed to be issued and allotted to the Proposed Allottee | Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee | Proposed Allottee's post preferential issue shareholding in the Company** |
|-----|--|--|----------|---------------------------------------|--|--|---|
| 1. | Non-Promoter | Name: Massachusetts Institute of Technology Country of Incorporation: Massachusetts, USA Registered Address: 77 Massachusetts Avenue, Cambridge, MA 02139 PAN: AADCM8931A | QIB-FPI | Nil | 28,90,830 Equity Shares at a price of INR 535/- per Equity Share | Seth D. Alexander is the President of the MIT Investment Management Company, who ultimately controls the Proposed Allottee, but has no economic interest. | 3.89% |
| 2. | Non-Promoter | Name: 238 Plan Associates LLC Country of Incorporation: Massachusetts, USA Registered Address: CSC 84 State Street, Boston, MA 02109 PAN: AAACZ6706B | QIB-FPI | Nil | 8,10,170 Equity Shares at a price of INR 535/- per Equity Share | Seth D. Alexander is the President of the MIT Investment Management Company, who ultimately controls the Proposed Allottee, but has no economic interest. | 1.09% |

**** The shareholding provided above is calculated on a non-diluted basis. On a fully diluted basis (i.e. after considering the vested but unexercised employee stock options), the post preferential allotment shareholding of Massachusetts Institute of Technology and 238 Plan Associates LLC will be 3.86% and 1.08% respectively.**

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NOTES

The Ministry of Corporate Affairs vide its Circular No. 09/2024 dated September 19, 2024 read with Circular No. 09/2023 dated September 25, 2023, Circular No. 11/2022 dated December 28, 2022, Circular No. 03/2022 dated May 5, 2022, Circular No.14/2020 dated April 8 2020 and Circular No.17/2020 dated April 13, 2020 (“**MCA Circulars**”), allows conducting of Extra-ordinary General Meeting of the Company through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI Circulars, the EGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue for the EGM shall be the Registered Office of the Company.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto.
2. In accordance with the aforesaid MCA Circulars and Circular issued by the Securities and Exchange Board of India (“**SEBI**”) including Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as “**SEBI Circulars**”), the Notice of the EGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice calling the EGM has been uploaded on the website of the Company at www.mediassist.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of RTA (agency for providing the VC / OAVM facility, Remote e-Voting facility and e-voting system during the EGM) i.e. <https://instavote.linkintime.co.in/>. For any communication, the shareholders may also send requests to the Company’s investor e-mail id investor.relations@mediassist.in
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice.
4. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to pramod@bmpandco.com / biswajit@bmpandco.com with a copy marked to enotices@in.mpms.mufig.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (“**DPs**”).

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the EGM.
7. The documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail to investor.relations@mediassist.in requesting for inspection of the Registers.
8. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Companies Act, 2013.

9. Instructions for e-voting and joining the EGM are as follows:

(A) Voting through Electronic means:

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard-2 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (“**MUFG**” / “**RTA**”) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM through VC or OAVM will be provided by RTA.
- (ii) Members of the Company holding shares in electronic form as on the cut-off date of Thursday, August 28, 2025 may cast their vote by remote e-Voting. A person whose name is recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, before as well as during the EGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (iii) The remote e-voting period begins on Monday, September 1, 2025 at 9.00 A.M. and ends on Wednesday, September 3, 2025 at 5.00 P.M. During this period, Members holding shares in demat mode on the cut-off date i.e. Thursday, August 28, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by RTA for voting thereafter.
- (iv) Non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at enotices@in.mpms.muvg.com. However, if he/ she is already registered with RTA for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode”.
- (v) Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Monday, September 1, 2025 to Wednesday, September 3, 2025, or e-voting during the EGM.
- (vi) Members will be provided with the facility for voting through remote e-voting system during the video conferencing proceedings at the EGM and Members participating at

the EGM, who have not already cast their vote by remote e-Voting, and are otherwise not barred from doing so, will be eligible to exercise their right to vote at the end of discussion on such resolutions upon announcement by the Chairman. The remote e-Voting module during the EGM shall be disabled by RTA for voting 15 minutes after the conclusion of the meeting. Members who have cast their vote by remote e-Voting prior to the EGM will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.

- (vii) The Board of Directors has appointed Mr. Pramod S M, Partner (Membership No. F7834) and / or Mr. Biswajit Ghosh, Partner (Membership No. F8750), Practicing Company Secretaries of M/s BMP & Co. LLP, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer will submit their report to the Chairman of the Company (“the **Chairman**”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than two working days from the conclusion of the EGM.
- (ix) The Results declared, along with the Scrutiniser’s Report, shall be placed on the Company’s website at www.mediassist.in and on the website of RTA at <https://in.mpms.mufg.com>. The results shall also be immediately forwarded to the Stock Exchanges where the Company’s Equity Shares are listed viz. BSE Limited and The National Stock Exchange of India Limited and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.
- (x) The details of the process and manner for remote e-voting are explained herein below:
- (xi) As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

I. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

(i) Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

(ii) Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’.

Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d) above for 'Shareholders registered for IDeAS facility'.

METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

- **Shareholders registered for Easi/ Easiest facility:**
 - a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
 - b) Enter existing username, Password & click on "Login".
 - c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
- **Shareholders not registered for Easi/ Easiest facility:**
 - a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
 - b) Proceed with updating the required fields for registration.
 - c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c) above for 'Shareholders registered for Easi/ Easiest facility'.

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

III. Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

IV. Login method for shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

- **Shareholders registered for INSTAVOTE facility:**
 - a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
 - b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")
- **Shareholders not registered for INSTAVOTE facility:**
 - a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in NSDL form, shall provide '4' above
 - Shareholders holding shares in physical form but have not recorded '3' and '4', shall provide their Folio number in '4' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

V. Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A Visit URL: <https://instavote.linkintime.co.in>
- B Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C Fill up your entity details and submit the form.
- D A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B Click on “Investor Mapping” tab under the Menu Section
- C Map the Investor with the following details:
- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.
- NOTE:** File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.
- Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

VI. Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions – Shareholders

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ii. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- iii. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

(B) Instructions for shareholders attending the EGM through VC/OAVM & E-voting during meeting are as under:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panelist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Contact Details:

| | |
|--|--|
| Company | Registered Office: AARPEE Chambers, SSRP Building, 7th Floor, Andheri Kurla Road, Marol Co-operative Industrial Estate Road, Gamdevi, Marol, Andheri East, Marol Bazar, Mumbai - 400 059 Tel: +91-22-6259 6797 Corporate Office: Tower D, 4th Floor, IBC Knowledge Park, 4/1 Bannerghatta Road, Bengaluru - 560 029. Tel: +91 - 80 - 6919 0000 E-mail: investor.relations@mediassist.in |
| Registrar and Transfer Agents AND E-voting Agency | MUFG Intime India Private Limited (formerly known as 'Link Intime India Private Limited') C-101, 247 Park, LBS Marg Vikhroli (West), Mumbai 400 083 Tel: + 91 810 811 4949 E-mail: enotices@in.mpms.mufg.com or instameet@in.mpms.mufg.com |
