



December 19, 2024

To,
The Manager
Listing Compliance Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra-Kurla Complex
Bandra (East), Mumbai - 400051

Symbol: MEDIASSIST

To,
The Secretary
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001

Scrip Code: 544088

Dear Sir/ Madam,

Subject: Intimation regarding the receipt of Regional Director confirmation order of scheme of amalgamation between Medi Assist Insurance TPA Private Limited (wholly owned subsidiary) and Raksha Health Insurance TPA Private Limited (step-down wholly owned subsidiary)

In continuation to our earlier correspondence dated August 13, 2024, we hereby inform you that Regional Director, South East Region - Hyderabad ('RD') has issued confirmation order of scheme of amalgamation between Medi Assist Insurance TPA Private Limited ('MAITPA') and Raksha Health Insurance TPA Private Limited ('Raksha TPA'), received by MAITPA & Raksha TPA on December 18, 2024.

Pursuant to Section 233 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Raksha TPA shall be merged with its Holding Company i.e., MAITPA.

In line with the conditionality of the scheme, the merger shall be effective from the date of filing of relevant form(s) with RoC.

Kindly take the same on record.

Yours faithfully,
For Medi Assist Healthcare Services Limited

Simmi Singh Bisht
Chief Compliance Officer & Company Secretary

Encl: RD confirmation order

Medi Assist Healthcare Services Limited

CIN – L74900KA2000PLC027229

Registered Office : Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029.

Phone : +91 - 80 - 6919 0000. Email : ask@mediassist.in web : www.mediassist.in

FORM NO.CAA-12

[Pursuant to Section 233 and rule 25(5)]

No.3(Karnataka)/No.12/CAA-11/2024/(RD(SER)/Sec.233 of CA 2013

Filed in e-Form RD-1 vide SRN: AB0813558 dated 23.09.2024

Confirmation Order of Scheme of Amalgamation

Between

Raksha Health Insurance TPA Private Limited

(Transferor Company of Karnataka)

With

Medi Assist Insurance TPA Private Limited

(Transferee Company of Karnataka)

Pursuant to the provisions of Section 233 of the Companies Act, 2013, the Scheme of amalgamation of Raksha Health Insurance TPA Private Limited (Transferor Company of Karnataka, having CIN:U85199KA2002PTC191278) with Medi Assist Insurance TPA Private Limited (Transferee Company of Karnataka having CIN:U85199KA1999PTC025676) approved by their respective members and creditors as required under section 233(1)(b) and (d) of the Companies Act, 2013, is hereby confirmed subject to the following conditions:

(1) That the Transferee Company shall pay the difference of fee and stamp duty payable on increase of authorised capital after setting off fees paid by the Transferor Company on their authorised capital prior to its merger with Transferee Company in compliance with the provisions of Section 233 (11) of the Companies Act, 2013 and

(2) The Transferor Company and the Transferee Company shall ensure the statutory compliances of all applicable laws and also on sanctioning of the present scheme, the Companies shall not be absolved of any of its statutory liability in any manner.

(3) The scheme is considered with Appointed Date as 01.04.2024.

(4) Insurance Regulatory And Development Authority of India vide its letter No.749/IRDA/TPA/Raksha-MA/Mer/Vol-II dated 04.08.2023, referring to Transferee Company's letter dated 31.03.2023 regarding acquisition of 100% of the total share capital of Raksha Health Insurance TPA Private Limited by Medi Assist Insurance TPA Private Limited and merger of Raksha Health Insurance TPA Private Limited into Medi Assist Insurance TPA Private

Contd..2.



// 02 //


Limited and pointed out certain observations (copy enclosed as Annexure-1). Insurance Regulatory And Development Authority of India vide its letter No.749/IRDA/TPA/Raksha-MA/Mer/Vol-II dated 04.08.2023, referring to Transferor Company's letter dated 05.04.2023 regarding exchanged for sale of 100% shares of Raksha Health Insurance TAP Private Limited to Medi Assist Insurance TPA Private Limited and merger of Raksha Health Insurance TPA Private Limited into Medi Assist Insurance TPA Private Limited and pointed out certain observations (copy enclosed as Annexure-2)

Applicant Transferor and Transferee Company are advised to comply with the observations as pointed out by IR&DAI in their respective letters dated 04.08.2023 as stated supra before giving effect of the scheme.

(5) A copy of the approved scheme is attached to this order (enclosed as Annexure-3).

Encl: As above

Date: 20.11.2024
Place : Hyderabad


(M. JAYAKUMAR)
REGIONAL DIRECTOR(I/C)
(SOUTH EAST REGION
HYDERABAD)

ole



भारत 2023 INDIA

वसुधैव कुटुम्बकम्

ONE EARTH • ONE FAMILY • ONE FUTURE



भारतीय बीमा विनियामक और विकास प्राधिकरण
INSURANCE REGULATORY AND
DEVELOPMENT AUTHORITY OF INDIA

000160

Ref: 749/IRDA/TPA/Raksha-MA/Mer/Vol-II

Date: 04.08.2023

Mr. Nikhil Chopra
Whole Time Director, DIN:06412544
Medi Assist Insurance TPA Private Limited
Tower 'D', 4th Floor, IBC Knowledge Park
4/1, Bannerghatta Road
Bangalore- 560 029

Dear Sir,

Re: Your Application for acquisition of 100% of total share capital of Raksha Health Insurance TPA Private Limited (Raksha TPA) by Medi Assist Insurance TPA Private Limited (Medi Assist TPA) and merger of Raksha TPA into Medi Assist TPA

This refers to your letter dated 31st March, 2023 and subsequent correspondence exchanged in the matter of acquisition of 100% of the total share capital of Raksha Health Insurance TPA Private Limited (Raksha TPA) by Medi Assist Insurance TPA Private Limited (Medi Assist TPA) and merger of Raksha TPA into Medi Assist TPA.

On examining the matter, the Competent Authority hereby accords its in-principle approval for the same, subject to the following conditions:

- Both the companies i.e. transferor and transferee shall comply with the provisions of the Companies Act, 2013 while transferring / acquiring the TPA business and file a certified copy of order issued by Competent Authority with IRDAI within seven days from the date of receipt of the said order.
- Both the companies inter-alia shall act in accordance with the MoU signed by and between both the companies, executed on 31st March, 2023, and undertakings submitted to the Authority for this purpose.
- Both companies shall notify the Authority about the conclusion of the proposed transaction within seven days from the date of conclusion of the transaction.
- Medi Assist TPA shall comply with the directions issued consequent to the regulatory actions taken against Raksha TPA.

Please submit your compliance on the above conditions within fifteen days from the date of close of transaction to the Authority.

Yours Sincerely,

पंकज कुमार तिवारी/Pankaj Kumar Tewari
महाप्रबंधक (स्वास्थ्य)/General Manager (Health)

सू. 115/1, फाइनेंशियल डिस्ट्रिक्ट, नानकरामगुडा, हैदराबाद-500 032, भारत
☎ : +91-40-20204000, वेबसाइट : www.irdai.gov.in

Survey No. 115/1, Financial District, Nanakramguda, Hyderabad-500 032, India
☎ : +91-40-20204000, Website : www.irdai.gov.in



संभ्रतं 2023 INDIA

वसुधैव कुटुम्बकम्

ONE EARTH • ONE FAMILY • ONE FUTURE



भारतीय बीमा विनियामक और विकास प्राधिकरण
INSURANCE REGULATORY AND
DEVELOPMENT AUTHORITY OF INDIA

000164

Ref: 749/IRDA/TPA/Raksha-MA/Mer/Vol-II

Date:04.08.2023

Mr. Pawan Kumar Bhalla,
Managing Director, DIN: 00312478
Raksha Health Insurance TPA Pvt. Ltd.
Unit No. DTJ425, 4th Floor, Plot No.11
DLF Tower B,
Jasola, New Delhi-110025

Dear Sir,

Re: Your Application for sale of 100% shares of Raksha Health Insurance TPA Private Limited (Raksha TPA) to Medi Assist Insurance TPA Private Limited (Medi Assist TPA) and merger of Raksha TPA into Medi Assist TPA

This refers to your letter dated 05th April 2023 and subsequent correspondence exchanged for sale of 100% shares of Raksha Health Insurance TPA Private Limited (Raksha TPA) to Medi Assist Health Insurance TPA Private Limited (Medi Assist TPA) and merger of Raksha TPA into Medi Assist TPA.

On examining the matter, the Competent Authority hereby accords its in-principle approval for the same, subject to the following conditions:

- Both the companies i.e. transferor and transferee shall comply with the provisions of the Companies Act, 2013 while transferring / acquiring the TPA business and file a certified copy of order issued by Competent Authority with IRDAI within seven days from the date of receipt of the said order.
- Both the companies inter-alia shall act in accordance with the MoU signed by and between both the companies, executed on 31st March, 2023, and undertakings submitted to the Authority for this purpose.
- Both companies shall notify the Authority about the conclusion of the proposed transaction within seven days from the date of conclusion of the transaction.

Further, Raksha TPA shall comply with the following Instructions / Directions:

- Raksha TPA shall inform all the insurance companies its proposal to merge with Medi Assist TPA within seven days from the date of this letter and confirm the compliance.
- Raksha TPA shall forthwith inform all the insurers with whom it had the agreements for taking alternative steps such as appointment of another TPA or allowing the transferee TPA (Medi Assist TPA) to undertake the servicing of the affected policies as may be necessary.

PKK

C. S. S. S.

- (3) Raksha TPA shall immediately handover all the books of information, records or documents, etc. and the complete data collected by it relating to the business carried on by it to the concerned Insurers or shall abide by the instructions / directions of the respective insurers.
- (4) On completion of the transaction, or otherwise, where any insurer approaches Raksha TPA for return of the above referred information or records, the TPA shall render all cooperation and assistance to the insurer.
- (5) Raksha TPA if renders non-insurance services relating to any of the health schemes specified in Regulation 22 (3) of IRDAI (TPA-Health Services) Regulations 2016 shall immediately notify to the concerned Central or State Governments or concerned Authorities, about its decision of 'Selling off their TPA Business to Medi Assist TPA'.
- (6) Raksha TPA, if rendering any health services to the policyholders of foreign insurers visiting India, shall immediately notify the information to all such foreign insurers to whom the services are agreed to be rendered by the transferor TPA about its decision of 'Selling off their TPA Business to Medi Assist TPA'.
- (7) Raksha TPA shall cease to do the business of TPA on completion of the transaction.
- (8) Raksha TPA shall on completion of sale process / transaction surrender Certificate of Registration and the company shall remove the words "Insurance TPA" from its name within a period of six months from the reckoned date of conclusion of such sale process/transaction.

Please submit your compliance on the above conditions within Fifteen days from the date of close of transaction to the Authority.

Yours Sincerely,

PK Tewari
04/08/2023
पंकज कुमार तिवारी/Pankaj Kumar Tewari
महाप्रबंधक (स्वास्थ्य)/General Manager (Health)