



Private Circulation for the Equity Shareholders  
of the Company only

**RELIGARE HEALTH INSURANCE COMPANY LIMITED**  
**Registered Office: 5<sup>th</sup> Floor, 19, Chawla House, Nehru Place, New Delhi-110019**

[Incorporated on April 2, 2007]  
 [IRDA Regn. No. 148]  
 e-mail : Pratik.kapoor@religare.com  
 website: www.religarehealthinsurance.com  
 Contact Person : Ms. Priyanka Chanana  
 Tel: +91-124-6141810

#### LETTER OF OFFER

Issue and offer of 3,40,00,000 Equity Shares of Rs. 10/- each at face value of Rs. 10 each on rights basis to the existing Equity Shareholders of the Company on pro rata basis in proportionate to the equity shares held by them on October 18, 2019 aggregating to Rs. 34,00,00,000/- ( Rupees Thirty Four Crores only).

#### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their Investment. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Letter of Offer contains all information with regard to the Issuer and the Issue, which is material in the context of Issue, that the information contained in this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### TERMS OF ISSUE

The equity shares now being issued, are subject to the terms and conditions of this Letter of Offer, the enclosed Application Form, the Memorandum & Articles of Association of the Company, the provisions of the Companies Act, 2013, IRDAI Regulations, guidelines, notifications and regulations for issue of capital issued by Government of India and/ or other statutory authorities and bodies from time to time and conditions to be incorporated in any other legislative enactments and rules as may be applicable and introduced from time to time.

#### HOW TO APPLY

Application should be made only on the enclosed Application Form (AF) provided by the Company. The enclosed AF(s) should be completed in all respects, as explained in this Letter of Offer.

#### ISSUE PROGRAMME

**OFFER FOR ISSUE OPENS ON : Monday, October 28, 2019**  
**OFFER FOR ISSUE CLOSES ON : Monday, November 11, 2019**

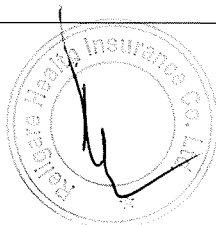
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EMERGING ASIA  
INSURANCE AWARDS

ISO 22301:2012

IRDA Regn. No. 148  
 CIN: U66000DL2007PLC161503

**IMPORTANT**

Offer of 3,40,00,000 equity shares of Rs.10/- each for cash at face value aggregating Rs. 34,00,00,000/- to the equity shareholders of the Company. The equity shareholders are offered equity shares on pro-rata basis in proportionate to the equity shares held by them on October 18, 2019.

**1. IMPORTANT INFORMATION**

- (i) This document is an important document and is not for Public Circulation. It is intended for use of the addressee only. If any other person other than the addressee receives this, he may kindly return the document to the registered office of the Company.
- (ii) This offer is made to the equity shareholders of the Company whose names appear on the Register of Members of the Company on October 18, 2019.
- (iii) Please read this Offer Document and the instructions carefully before making application in response to this offer.
- (iv) The enclosed Application Form is an integral part of this Offer Document and must be carefully followed. Please note that applications not conforming to the instructions contained herein are liable to be rejected.
- (v) All enquiries/communications and clarifications in connection with this Letter of Offer should be addressed to the Company quoting Registered Folio Number / DP ID Client ID Number and the name of the first shareholder as mentioned in the Application Form.

**2. DISCLAIMER IN RESPECT OF JURISDICTION:**

This Offer is been made to the existing shareholders of the Company on pro - rata basis in proportion to the equity shares held by them as on October 18, 2019. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate Court(s) in Delhi only.


The delivery of this Offer Document, under any circumstances, does not create any implication that there has been any change in the affairs of Religare Health Insurance Company Limited since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**3. To the shareholder of Religare Health Insurance Company Limited**

The Board of Directors in its meeting held on February 14, 2019 approved the Right Issue upto an amount of Rs. 150 Crores in one or more tranches and Allotment Committee of the Company ('Committee') on October 23, 2019 vide circular resolution has approved the offer letter to issue 3,40,00,000 equity shares of Rs. 10/- each to all the shareholders of the Company on pro-rata basis in proportionate to the equity shares held by them at the face value of Rs.10/- each aggregating to Rs. 34,00,00,000/- (Rupees Thirty Four Crores only).

Pursuant to the authority of the Committee, 3,40,00,000 equity shares of Rs. 10/- each are offered to the shareholders of the company on pro-rata basis in proportionate to the equity shares held by them at the face value of Rs.10/- each aggregating to Rs. 34,00,00,000/- (Rupees Thirty Four Crores only).

The equity shares are being offered to the shareholders on pro - rata basis in proportion to the equity shares held by them as on October 18, 2019.


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The unsubscribed equity shares, remaining if any, will be offered to the other shareholders of the Company at the sole discretion of the Allotment Committee or the Board in accordance to the provisions of the Companies Act, 2013 or any amended or any other act, if applicable.

The details of the Company and the Offer are given hereunder for the convenience of the shareholders.

### 1. GENERAL INFORMATION:

**Name of the Company:** Religare Health Insurance Company Limited

**Registered Office:**

Registered Office: 5<sup>th</sup> Floor, 19 Chawla House, Nehru Place, New Delhi-110019

### 2. DATES RELATING TO THE OFFER

Offer opens on: Monday, October 28, 2019

Offer closes on: Monday, November 11, 2019

### 3. PRESENT OFFER

3,40,00,000 equity shares of Rs.10/- each for cash at par aggregating Rs. 34,00,00,000/- are being offered to the equity shareholders of the Company on pro-rata basis in proportionate to the equity shares held by them.

Further, unsubscribed portion of the above rights issue, if any or any fraction thereof shall be disposed off as per discretion of the Allotment Committee of the Company as deem fit in the best interest of the Company.

### 4. TERMS OF PRESENT OFFER

#### i) Objects of the Issue

The objects of the present Rights Issue of the Company is to finance the fund requirement for future expansion of the Company and to meet the regulatory solvency requirement.

#### ii) Authority for the present offer and basis of offer.

The offer has been approved by the Board in its meeting held on February 14, 2019 and Allotment Committee through circular resolution approved on October 23, 2019 respectively.

#### iii) Issue of share certificate(s) / shares in Dematerialized Mode

The Company has entered into a tripartite agreement with National Securities Depository Limited and Karvy Computershare Private Limited for providing Electronic Connectivity.

Applicants can seek allotment in dematerialized mode. Application from any applicant without relevant details of his/her depository account are liable to be rejected. Application Form from any Applicant without following details of his / her depository account are liable to be rejected:

- a. An Applicant applying for Equity Shares must have beneficiary account with NSDL prior to making application.



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- b. The Applicant must necessarily fill in the details (including beneficiary account number and Depository Participant's Identification Number) appearing in the Application Form.
- c. Equity shares allotted to the Applicant will be credited in electronic form directly to the beneficiary account (with Depository Participant) of the Applicant.
- d. Names in the Application form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the Depository account of the Applicant (s)
- e. If incomplete/incorrect details are given under the heading 'Depository Account Details' in the Application Form, it is liable to be rejected and physical share certificates will be issued.
- f. The Applicant is responsible for the correctness of his / her demographic details given in the Application form vis-à-vis those with his / her Depository Participant.
- g. The Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allocated to them, pursuant to the issue.

The applicants who have not opted to receive Shares in electronic mode shall receive physical Equity Share Certificates.

#### iv) Offer Entitlement

As your name appears on the Register of Members of the Company as on October 18, 2019 you are entitled to this Offer on the basis mentioned above. The number of equity shares to which you are entitled as a shareholder of the Company is shown in the Application Form.

#### v) Terms of Offer

The equity shares now offered are subject to the terms of this Offer Document, Application Form, Memorandum and Articles of Association of the Company (hereinafter referred to as "The Articles"), the relevant provisions of the Companies Act, 2013 as amended from time to time and such terms and conditions as may be incorporated in the share certificates or any deed or document executed by the Company regarding the Offer. It is hereby clarified that in case the Company has received share application money from all the shareholders, the Company shall make the allotment to all the shareholders even before close of the issue.

#### vi) Acceptance of Offer

You may accept the offer and apply for the equity shares hereby offered to you wholly or in part and submit the same to the Company at its registered office as mentioned in the Application Form before the close of business hours on **Monday, November 11, 2019** along with the share subscription money

#### vii) Renunciation

As per the provisions of Section 62(1)(a) of the Companies Act, 2013, you have also right to renounce your entitlement of the equity shares in part or full in favour of one or more person(s) as per your discretion. The said renunciation is subject to the relevant regulations, guidelines, circular or any other law as may be applicable and approval of any regulatory authority, if required.

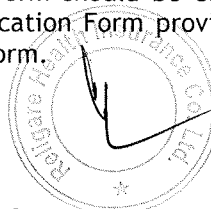
#### viii) How to apply

You may apply for the equity shares offered wholly or in part or for such additional equity shares as may be desired by you, by filling in the enclosed Application Form and submit the same along-with the application money at the registered office of the Company on or before the closure of the subscription list. The Application Form should be complete in all respects. All applications should be made on the printed Application Form provided by the Company or on blank paper in case of non-receipt of Application Form.



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**ix) Mode of payment and Other Conditions**

Payment(s) must be made by cheque / demand draft drawn on any bank (including co-operative bank) or by bank transfer.

The cheque/drafts should be drawn in favour of Religare Health Insurance Company Limited and should be crossed A/C Payee. The bank charges of the demand draft shall be borne by the applicant. Applicants may, if they so desire, may forward, the subscription money by e-transfer or through Real Time Gross Settlement (RTGS) system to the Bank account of the company as detailed below :

Beneficiary	:	Religare Health Insurance Company Limited
IFSC Code	:	ICIC0002451
Bank Account No.	:	245105000595
Bank	:	ICICI Bank
Branch	:	Unit no. 2, Solitaire Plaza, DLF Phase-II, MG Road, Gurugram- 122 001

**X a) Non receipt of Application Form**

In case if original Application Form is not received, or is misplaced by the shareholder, the Company or Registrar to the Offer will, on the request of the shareholder, issue a duplicate Application Form. The applicant shareholder should furnish the demat Id and Client ID and his/her full name and address to the Company. It may be noted that those who are making the application in duplicate form shall not utilize the original Application Form, even if it is received / found subsequently. In case the original and duplicate Application Form is lodged for subscription, allotment will be made on the basis of the duplicate Application Form and the original Application Form will be ignored.

**b) Last date for submission of Application Form along with share subscription money**

The last date for receipt of Application Form by the Company is Monday, November 11, 2019. If the relevant Application Form on the aforesaid last date or such extended date as may be decided by any member of the Committee(on behalf of the Committee) at its absolute discretion, the offer contained in this Offer Document shall be deemed to have been declined and the Committee shall be at liberty to dispose of such equity shares on such terms and conditions as it may deem appropriate. Any member of the Committee(on behalf of the Committee) has authority to extend the date of receipt of Application Form.

**c) Incomplete application**

Application Forms, which are not complete or are not accompanied with the full payment, are liable to be rejected.

**d) Basis of Allotment**

In the event of the offer being oversubscribed, the basis of allotment will be made within the overall size of the offer, as stated in the Offer Document and the Committee will proceed to allot the equity shares.

In case the shares are not subscribed/renounced by any of the shareholders, then the Board of Directors/ Allotment Committee is authorized to dispose of such shares or withdraw the Right Issue at its own discretion. Further, in case the Company has received share application money


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from the shareholders and/or rest of the shareholders have renounced or rejected the offer in writing to the Company in such case the Allotment Committee is authorized to allot equity shares to all the shareholders from whom the Company had received the share application money even before close of the issue.

The decision of the Allotment Committee or Board of Directors in this regard shall be final and binding.

**e) Disposal of applications and application money**

In the event of shares not being allotted in full, the excess amount paid on application will be refunded to the applicant within 60 days of the date of closure of the Offer. The Committee reserves its full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason. In case an application is rejected in full, the whole of the application money received will be refunded and where an application is accepted in part the excess money will be refunded after adjusting the amount payable for the shares allotted. All refunds will be made within 60 days of the date of closing of the Subscription List without any interest.

**f) Ranking of equity shares**

The equity shares offered and allotted through this Letter of Offer shall rank pari passu with the existing equity shares in all respects including dividend declared, if any.

**g) Rights of equity shareholders**

The shareholders, to whom the equity shares are allotted, will be entitled to receive dividend, as and when declared, bonus and rights shares, as and when issued on the equity shares allotted. But these entitlements shall be subject to the provisions of the Act, the Articles, the terms of this Letter of Offer and other laws as may be applicable from time to time.

**6. GENERAL**

- (a) All applications should be submitted on the printed Application Form provided by the Company and should be complete in all respects.
- (b) Applications, which are not complete in all respects or are made otherwise than as herein provided. Please read the instructions carefully.
- (c) ALL COMMUNICATIONS IN CONNECTION WITH YOUR APPLICATION FOR THE EQUITY SHARES INCLUDING ANY CHANGE IN YOUR REGISTERED ADDRESS SHOULD BE ADDRESSED TO THE COMPANY.
- (d) Application Form must be filled in **ENGLISH** and in **BLOCK LETTERS**
- (e) Signatures should be either in English or Hindi or the language specified in the Eighth Schedule to the Constitution of India. Signatures other than in the aforementioned language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his / her official seal
- (f) In case of joint holders, all joint holders must sign the relevant parts of the Application Form in the same order and as per the specimen signature recorded with the Company.
- (g) In case of joint applicants, refunds and all payments will be made to the person whose name appears first on the application form and all communications will be addressed to him/her. To prevent any fraudulent encashment of refund orders by third parties, the sole /first applicant must indicate savings / current account number and the name of the bank and its branch with whom such account is held in the space provided in the Application Form for the purpose so that refund orders are made with these details.
- (h) Any dispute or suit action or proceedings arising out of or in relation to this Letter of Offer or in respect of any matter or thing herein contained and claimed by either party against



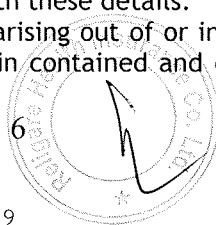
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- the other shall be instituted or adjudicated upon or decided solely by the appropriate Court where Registered Office of the Company is situated.
- (i) Decision of the Allotment Committee or the Board of Directors shall be final and binding.

For and on behalf of the Allotment Committee of Directors

  
Pratik Kapoor  
Company Secretary  
Date: October 23, 2019