



STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

Our Company was incorporated as Star Health and Allied Insurance Company Limited, a public limited company, at Chennai under the Companies Act, 1956 on June 17, 2005 and was granted the certificate of incorporation by the Registrar of Companies, Tamil Nadu at Chennai. Our Company was granted its certificate for commencement of business on December 9, 2005 by the RoC. For details see, "History and Certain Corporate Matters" on page 204 of the Red Herring Prospectus dated November 19, 2021 ("RHP").

Registered and Corporate Office: No.1, New Tank Street, Valluvarkottam High Road, Nungambakkam, Chennai, Tamil Nadu - 600 034, India ; **Tel:** +91 44 2828 8800; **Website:** www.starhealth.in; **Contact Person:** Jayashree Sethuraman, Company Secretary and Compliance Officer; **E-mail:** investors@starhealth.in; **Corporate Identity Number:** U66010TN2005PLC056649; **IRDAI Registration Number:** 129

OUR PROMOTERS: SAFECROP INVESTMENTS INDIA LLP, WESTBRIDGE AIF I AND RAKESH JHUNJHUNWALA

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹20,000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 58,324,225 EQUITY SHARES, INCLUDING UP TO 30,683,553 EQUITY SHARES BY SAFECROP INVESTMENTS INDIA LLP ("PROMOTER SELLING SHAREHOLDER"), UP TO 137,816 EQUITY SHARES BY KONARK TRUST, UP TO 9,518 EQUITY SHARES BY MMPL TRUST ("PROMOTER GROUP SELLING SHAREHOLDERS") UP TO 7,680,371 EQUITY SHARES BY APIS GROWTH 6 LIMITED, UP TO 4,110,652 EQUITY SHARES BY MIO IV STAR, UP TO 7,438,564 EQUITY SHARES BY UNIVERSITY OF NOTRE DAME DU LAC, UP TO 4,110,652 EQUITY SHARES BY MIO STAR, UP TO 2,509,099 EQUITY SHARES BY ROC CAPITAL PTY LIMITED, UP TO 1,000,000 EQUITY SHARES BY VENKATASAMY JAGANNATHAN, UP TO 500,000 EQUITY SHARES BY SAI SATISH AND UP TO 144,000 EQUITY SHARES BY BERJIS MINOO DESAI (COLLECTIVELY, THE "OTHER SELLING SHAREHOLDERS" AND COLLECTIVELY WITH THE PROMOTER SELLING SHAREHOLDER AND PROMOTER GROUP SELLING SHAREHOLDERS ARE REFERRED TO AS THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES, THE "OFFERED SHARES") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹1,000 MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Price Band: ₹870 to ₹900 per Equity Share of face value of ₹10 each.
A discount of ₹ 80 per Equity Share is being offered to Eligible Employees bidding in the Employee Reservation Portion.

The Floor Price is 87 times the face value of the Equity Shares and the Cap Price is 90 times the face value of the Equity Shares.

Bids can be made for a minimum of 16 Equity Shares and in multiples of 16 Equity Shares thereafter.

ASBA#

Simple, Safe, Smart way of Application!!!

Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA below. **Mandatory in public issues. No cheque will be accepted.**



UPI-Now available in ASBA for Retail Individual Investors ("RIIs") applying through Registered Brokers, DPs and RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Bidders. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 423 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. RIBs Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the Global Coordinators and Book Running Lead Managers ("GCBRLMs"), Book Running Lead Managers ("BRLMs") and Co-Book Running Lead Managers ("Co-BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upi@npci.org.in.

Risks to Investors

- 5 GCBRLMs, 3 BRLMs and 4 Co-BRLMs associated with the Offer have handled 63 public issues in the past 3 years out of which 21 issues closed below the issue price on listing date.
- The Price/Earnings ratio based on diluted EPS (consolidated) for Fiscal 2021 for our Company is not ascertainable as the EPS is negative.
- Average cost of acquisition of Equity Shares held by the Selling Shareholders ranges from ₹ 47 per Equity Share to ₹ 175.69 per Equity Share and Offer Price at upper end of the Price Band is ₹ 900 per Equity Share.
- Weighted Average Return on Net Worth for Fiscals 2021, 2020, 2019 is 7.79%.

BID/ OFFER SCHEDULE

BID/OFFER OPENS ON : TUESDAY, NOVEMBER 30, 2021*

BID/OFFER CLOSES ON : THURSDAY, DECEMBER 02, 2021#

*Our Company and the Selling Shareholders, in consultation with the GCBRLMs, BRLMs and the Co-BRLMs, may consider participation by Anchor Investors in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"). The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.
 #UPI Mandate end time and date shall be at 12:00 pm on Friday, December 03, 2021.

CORRIGENDUM: NOTICE TO INVESTORS

This is with reference to the RHP of the Company filed with the Registrar of Companies, Tamil Nadu at Chennai ("RoC") in connection with the Offer. Attention of investors is drawn to the following:

- 1) On page 5 of the RHP under the heading "Definitions and Abbreviations – Offer related terms", the following definition of "Eligible Employees" will be included in the Prospectus to be filed with the RoC: All or any of the following: (a) a permanent employee of our Company (excluding such employees who are not eligible to invest in the Offer under applicable laws) as of the date of filing of this Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company, until the submission of the Bid cum Application Form; and (b) a Director of our Company, whether whole time or not (except Independent Directors), who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of this Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.
- 2) Paragraph (c)(ii) in relation to the lock-in requirements specified under "Capital Structure - History of the Equity Share capital held by our Promoters - Other lock-in requirement" on page 91 of the RHP shall be replaced with the following: In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters locked in for three years as specified above, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment except for the Equity Shares offered pursuant to the Offer for Sale. Further, in accordance with Regulation 17 of the SEBI ICDR Regulations, 2,005,480 Equity Shares held by Madison India Opportunities Trust Fund, which is a Category II AIF and any Equity Shares held by the employees (whether currently employees or not) of our Company which have been allotted to them under the ESOP Plan 2019 prior to the Offer will not be locked-in for a period of one year from the date of Allotment. Further, 1,021,615 Equity Shares held by Tata Capital Growth Fund II, a Category II AIF, which were allotted on December 30, 2020 will be locked-in for a period of at least one year from the date of purchase of such Equity Shares and shall not be subject to the lock-in for a period of one year from the date of Allotment. The remaining shareholding of Tata Capital Growth Fund II comprising of 6,193,550 Equity Shares will not be locked in for a period of one year from the date of Allotment in accordance with Regulation 17 of the SEBI ICDR Regulations. The RHP shall be read in conjunction with this corrigendum. Relevant changes will be reflected in the Prospectus to be filed with the RoC, SEBI and the Stock Exchanges.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED
 On behalf of the Board of Directors
 Sd/-
 Company Secretary and Compliance Officer

Place: Chennai
 Date: November 25, 2021

Star Health and Allied Insurance Company Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the RHP with the RoC. The RHP is available on the website of SEBI at www.sebi.gov.in, website of stock exchanges i.e. NSE at www.nseindia.com, BSE at www.bseindia.com and the website of the BRLMs, i.e. Kotak Mahindra Capital Company Limited, Axis Capital Limited, BofA Securities India Limited, Citigroup Global Markets India Private Limited, ICICI Securities Limited, CLSA India Private Limited, Credit Suisse Securities (India) Private Limited, Jefferies India Private Limited, Ambit Private Limited, DAM Capital Advisors Limited, IIFL Securities Limited and SBI Capital Markets Limited at https://investmentbank.kotak.com, www.axiscap.in, www.ml-india.com, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, www.icicisecurities.com, www.india.clsa.com, https://www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-in-india/ipo.html, www.jefferies.com, www.ambit.co, www.damcapital.in, www.iiflcap.com and www.sbicaps.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see "Risk Factors" on page 26 of the Red Herring Prospectus. Potential investors should not rely on the RHP filed with the RoC for making any investment decision.

IRDAI does not undertake any responsibility for the financial soundness of the insurance company or for the correctness of any of the statements made or opinion expressed in this connection. Any approval by the IRDAI under the IRDAI (Issuance of Capital by Indian Insurance Companies transacting other than Life Insurance Business) Regulations, 2015, shall not in any manner be deemed to be or serve as a validation of the representations by our Company in the Red Herring Prospectus. This Offer has not been recommended or approved by IRDAI, nor does IRDAI guarantee the accuracy or adequacy of the contents information in the notice. It is to be distinctly understood that this notice should not in any way be deemed or construed to have been approved or vetted by IRDAI.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to U.S. "qualified institutional investors" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A")) pursuant to Rule 144A or another available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and in each case in compliance with the applicable laws of the jurisdiction where those offers and sales are made. Prospective purchasers are hereby notified that sellers of the Equity Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A thereunder. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as "QIBs".