

TEAR HERE 

PLEASE FILL IN BLOCK LETTERS

✂- - TEAR HERE

<p><b>BID-CUM-APPLICATION FORM FOR ELIGIBLE EMPLOYEES BIDDING UNDER EMPLOYEE RESERVATION PORTION</b></p>	<p><b>METROPOLIS HEALTHCARE LIMITED - INITIAL PUBLIC OFFER - ELIGIBLE EMPLOYEES FORM</b>  Registered and Corporate Office: 250 D Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai 400 030, Maharashtra, India;  Tel: (91 22) 62582810; Facsimile: Not available; <b>Contact Person:</b> Jayant Prakash, Head Legal, Company Secretary and Compliance Officer;  E-mail: investor.relations@metropolisindia.com; Website: www.metropolisindia.com  <b>Corporate Identity Number:</b> U73100MH2000PLC192798</p>	<p><b>FOR ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION</b></p>
--	--	--

**METROPOLIS**  
The Pathology Specialist

To,  
The Board of Directors  
METROPOLIS HEALTHCARE LIMITED

BOOK BUILT OFFER	Bid cum Application Form No.
ISIN : INE112L01020	

SYNDICATE MEMBER'S STAMP & CODE		REGISTERED BROKER/SCSB/CDP/CRTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER											
				Mr. /Ms. <input type="text"/>											
				<input type="text"/>											
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		SCSB BRANCH STAMP & CODE		Address <input type="text"/>											
				<input type="text"/>											
				Email <input type="text"/>											
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		Tel. No. (with STD code) / Mobile <input type="text"/>											
				2. PAN OF SOLE / FIRST BIDDER											
				<input type="text"/>											

[illegible]

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION CAN BID AT “CUT-OFF”)													5. CATEGORY		6. INVESTOR STATUS			
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹)/ “Cut-off” (Price in multiples of ₹ 1/- only) (In Figures only)							“Cut-off” (Please ✓/tick)	Eligible Employee	<input type="checkbox"/> Eligible Employees - EMP  <hr/> EMPLOYEE CODE / NUMBER  <div style="border: 1px solid black; width: 100px; height: 40px; margin: 0 auto;"></div>
									Bid Price			Employee Discount			Net Price			
	8	7	6	5	4	3	2	1	3	2	1	3	2	1	3			
Option 1																		<input type="checkbox"/>
(OR) Option 2																		<input type="checkbox"/>
(OR) Option 3																		<input type="checkbox"/>

<b>7. PAYMENT DETAILS [IN CAPITAL LETTERS]</b>										<b>PAYMENT OPTION : <input checked="" type="checkbox"/> FULL PAYMENT <input type="checkbox"/> PART PAYMENT</b>									
Amount blocked (₹ in figures)										(₹ in words)									

ASBA														
Bank A/c No.														
Bank Name & Branch														

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("**GUID**") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / CRTA STAMP
	I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.	(Acknowledging upload of Bid in Stock Exchange system)
	1) _____	
	2) _____	
	3) _____	
Date : _____, 2019		

 <b>METROPOLIS</b> The Pathology Specialist	<b>METROPOLIS HEALTHCARE LIMITED</b> <b>INITIAL PUBLIC OFFER - ELIGIBLE EMPLOYEES BIDDING</b> <b>IN THE EMPLOYEE RESERVATION PORTION</b>	Acknowledgement Slip for Syndicate Member/Registered Broker/SCSB/CDP/ CRTAs/Sub-Syndicate/Agents	Bid cum <b>Application</b> <b>Form No.</b>
--	--	--	--

[illegible]

Amount blocked (₹ in figures)		ASBA Bank A/c No.		Stamp & Signature of SCSB Branch
Bank Name & Branch				
Received from Mr./Ms./M/s. _____				
Telephone / Mobile		Email		

TEAR HERE

<b>METROPOLIS HEALTHCARE LIMITED</b> - INITIAL PUBLIC OFFER - ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION		Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member/Registered Broker/SCSB/CDP/CRTAs/Sub-Syndicate/Agents  <div style="border: 1px solid black; height: 100px; width: 100%;"></div>	<b>Name of Sole / First Bidder</b> <div style="border-bottom: 1px solid black; height: 20px; width: 100%;"></div> <div style="border-bottom: 1px solid black; height: 20px; width: 100%;"></div>	
	No. of Equity Shares						
	Bid Price						
	Amount Blocked (₹ in figures)						
ASBA Bank A/c No. _____ Bank Name & Branch _____					<b>Bid cum Application Form No.</b> <div style="border: 1px solid black; width: 100px; height: 100px; display: flex; align-items: center; justify-content: center;"> <div style="border-bottom: 1px solid black; height: 20px; width: 80%;"></div> </div>		
					<b>Acknowledgement Slip for Bidder</b>		

**Important Note :** Application made using third party ASBA Bank A/c are liable to be rejected.

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

## BIDDER'S UNDERTAKING AND CONFIRMATION FOR BID CUM APPLICATION FORM

**(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)**

On the basis of the red herring prospectus dated March 25, 2019 registered with the Registrar of Companies, Maharashtra at Mumbai (the "RoC"), General Information Document for investing in public Offers (the "GID") and having studied the attached details as per the Abridged Prospectus, I/We hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/We are eligible person(s) to invest in the Offer in accordance with applicable laws. The amount payable on Bidding has been blocked with the relevant SCSB. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. I/We undertake that I/We will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be Allotted and to register my/our address as given in the depository records and to place my/our name on the register of members of the Company.

I/We further note that in case of Eligible Employees bidding in the Employee Reservation Portion, Bids will be rejected on technical grounds and/or as specified in the RHP, GID and the Abridged Prospectus. I/we will not Bid through UPI mechanism. I/We authorize the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of Prospectus with the ROC without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Offer.

**I/WE CONFIRM THAT:** I am/we are Indian National(s) resident in India and I am/we are not a U.S. person (as defined in Regulation (S)) under the U.S. Securities Act, 1933, as amended (the "U.S. Securities Act") and I am/we are not applying for the said Equity Shares as nominees of any person resident outside India or Foreign Nationals or U.S. persons. I/we hereby make the representations, warranties and agreements set forth in the section "Other Regulatory and Statutory Disclosures – Disclaimer in respect of jurisdiction" on page 576 of the RHP. I am/we are not an affiliate of the Company, or a person acting on behalf of such affiliate.

**FOR ELIGIBLE EMPLOYEES:** (Only for Sole/First Bidder): I confirm that I am an Eligible Employee as defined on page 7 of the RHP.

**Further:** In accordance with ASBA process provided in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), as amended and to the extent applicable and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations 2018") and as disclosed in the RHP, I/We authorise (a) the Syndicate Members (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the CRTA (at Designated CRTA Locations) or the CDPs (at Designated CDPs Locations), as the case may be, to do all acts as are necessary to make the application in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer, after finalisation of Basis of Allotment; and (b) the Registrar to the Offer to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the CRTA (at Designated CRTA Locations) or the CDPs (at Designated CDP Locations), as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band. As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see "Offer Procedure" at page 591 of the RHP.

## INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

1. Name of Sole/ First Bidder should be exactly the same as it appears in the depository records. In case of joint Bids, only the name of the First Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form. The Bid means an 'indication to make an Offer' and not 'an Offer'.
2. The First Bidder, should mention his/ her PAN allotted under the Income Tax Act, DP ID and Client ID. Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by Investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and by persons residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the First Bidder (the first name under which the beneficiary account is held), should mention his/ her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected other than as specified above.
3. Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar to the Offer will obtain Demographic Details registered with depository participants to be used, among other things, for Allotment, technical rejections or unblocking of ASBA Account. Hence, Bidders are advised to immediately update any change in their Demographic Details as appearing on the records of the Depository Participant to ensure accuracy of records. Please note that failure to do so could result in failure in allotment of Equity Shares, delays in unblocking of ASBA Account at the Bidder's sole risk and neither the Syndicate or the Registered Brokers or the Registrar to the Offer or CRTA/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
4. **Bid Lot and Price Band:** The face value of Equity Shares is ₹ 2/- each. The Price Band and the minimum Bid Lot have been decided by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers ("the BRLMs") and have been advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a Hindi national daily newspaper) and the Mumbai edition of Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra where our Registered Office is located), at least two working days prior to the Bid/Offer opening date and have been made available to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") and have been uploaded on their respective websites in accordance with SEBI ICDR Regulations 2018. In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding ten (10) Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the respective websites of the BRLMs and at the terminals of the Member of the Syndicate and by intimation to SCSBs, the Sponsor Bank & of the Designated Intermediaries as applicable.

**Maximum and Minimum Bid Size:** Bids by Eligible Employees must be for such number of shares, so as to ensure that the Bid amount does 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 an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. The maximum Bid by any Bidder should not exceed the investment limits prescribed for them by applicable laws.

5. Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
6. Please tick investor status as applicable. Please ensure investor status is updated in your depository records.  
Total bid amount payable should be calculated for the highest of three options at Bid price, at the time of submission of the Bid cum Application Form.
7. **Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted.** All Eligible Employees can obtain the Bid cum Application Form from the Registered and Corporate Office of the Company. Bidders to please ensure that SCSB where the ASBA Account is maintained has notified at least one branch in the location where Bid cum Application Forms will be deposited by Designated Intermediaries.
8. Please note that application made using third party ASBA Bank A/c are liable to be rejected.
9. Only the First Bidder is required to sign the Bid cum Application Form /Bid Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Necessary revisions in the Bidders' undertaking and institution will be required depending upon the jurisdiction in which the sale of shares is proposed.
10. **Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form; b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Broker, CDPs, CRTAs and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms; and c. Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form.
11. The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
12. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of 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. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act, in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

You may be sent the RHP either in physical form or electronic form or both. You shall not distribute or forward these documents and these documents are subject to disclaimers and restriction contained in or accompanying them. The Bid Cum Application Form is being issued to you on the basis that you (1) this Bid cum Application Form (2) the RHP, together with the terms and conditions contained therein.

**Note :** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID. The GID is also available on the websites of the Book Running Lead Managers and the Stock Exchanges.

TEAR HERE

	COMPANY CONTACT DETAILS	REGISTRAR TO THE OFFER CONTACT DETAILS
<ul style="list-style-type: none"> <li>• In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer.</li> <li>• In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB.</li> <li>• In case of queries related to upload of Bids submitted to the Syndicate Members/CRTA/ Registered Brokers/CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.</li> </ul>	<b>METROPOLIS HEALTHCARE LIMITED</b> <b>CIN No.: U73100MH2000PLC192798</b> <b>Registered and Corporate Office:</b> 250 D Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai 400 030, Maharashtra, India; <b>Tel:</b> (91 22) 6258 2810; <b>Facsimile:</b> Not available <b>Contact Person:</b> Jayant Prakash, Head Legal, Company Secretary and Compliance Officer; <b>E-mail:</b> investor.relations@metropolisindia.com; <b>Website:</b> www.metropolisindia.com	<b>LINK INTIME INDIA PRIVATE LIMITED</b> <b>C-101, 1st floor, 247 Park</b> <b>L B S Marg, Vikhroli West</b> <b>Mumbai 400 083</b> <b>Tel:</b> (91 22) 4918 6200 <b>Facsimile:</b> (91 22) 4918 6195 <b>E-mail:</b> metropolis ipo@linkintime.co.in <b>Investor grievance e-mail:</b> metropolis.ipo@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact Person:</b> Shanti Gopalkrishnan <b>SEBI Registration No.:</b> INR000004058

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

This is an abridged prospectus containing salient features of the red herring prospectus dated March 25, 2019 ("Red Herring Prospectus" or "RHP").

You are encouraged to read greater details available in the Red Herring Prospectus.

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

You may obtain a physical copy of the Bid cum Application Form and the Red Herring Prospectus from the Designated Stock Exchange, Book Running Lead Managers, Syndicate Members, Registrar to the Offer, Registrar & Share Transfer Agents, Collecting Depository Participants, Registered Stock Brokers, Underwriters, Bankers to the Offer, Self-Certified Syndicate Banks. You may also download the Red Herring Prospectus from the websites of Securities and Exchange Board of India ("SEBI"), Book Running Lead Managers and the Stock Exchanges at [www.sebi.gov.in](http://www.sebi.gov.in), [www.jmfl.com](http://www.jmfl.com), [www.credit-suisse.com](http://www.credit-suisse.com), [www.goldmansachs.com](http://www.goldmansachs.com), [www.hdfcbank.com](http://www.hdfcbank.com), [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com) and [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.



## METROPOLIS HEALTHCARE LIMITED

Dr. Sushil Kanubhai Shah, one of our Promoters, commenced a pathology business in January 1980 as a partnership firm under the name of Dr. V. K. Desai's Hospital, which was subsequently converted into a private limited company, namely, Metropolis Health Services (India) Private Limited ("MHSIL") in 2003 under the Companies Act, 1956. The name of MHSIL was changed to Metropolis Health Services (India) Limited ("MHSIL") pursuant to a 'Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to Public Limited Company' granted by Registrar of Companies, Maharashtra at Mumbai ("RoC") on March 1, 2006. In January 2009, MHSIL amalgamated into Pathnet India Private Limited, which was wholly owned subsidiary of MHSIL. Pathnet India Private Limited subsequently changed its name to Metropolis Healthcare Limited (our "Company" or the "Company" or the "Issuer"). Pathnet India Private Limited was incorporated at New Delhi as a private limited company under the Companies Act, 1956 pursuant to the 'Certificate of Incorporation' granted by the Registrar of Companies, N. C. T. of Delhi and Haryana on November 10, 2000. The name of our Company was changed to Pathnet India Limited pursuant to a 'Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to Public Limited Company' granted by RoC on July 1, 2009. The name of our Company was changed to Metropolis Healthcare Limited pursuant to a 'Fresh Certificate of Incorporation Consequent upon Change of Name' granted by RoC on September 23, 2009. For further details, see "History and Certain Corporate Matters" on page 168 of the RHP.

**Registered and Corporate Office:** 250 D Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai 400 030, Maharashtra, India; **Tel:** (91 22) 6258 2810; **Facsimile:** Not available  
**Contact Person:** Jayant Prakash, Head Legal, Company Secretary and Compliance Officer; **E-mail:** [investor.relations@metropolisindia.com](mailto:investor.relations@metropolisindia.com); **Website:** [www.metropolisindia.com](http://www.metropolisindia.com)  
**Corporate Identity Number:** U73100MH2000PLC192798

### OUR PROMOTERS: DR. SUSHIL KANUBHAI SHAH, AMEERA SUSHIL SHAH AND METZ ADVISORY LLP

### OFFER DETAILS, LISTING AND PROCEDURE

INITIAL PUBLIC OFFERING OF UP TO 13,685,095 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (THE "EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING UP TO ₹ [●] MILLION, CONSISTING OF AN OFFER FOR SALE OF UP TO 6,272,335 EQUITY SHARES BY DR. SUSHIL KANUBHAI SHAH (THE "PROMOTER SELLING SHAREHOLDER") AGGREGATING UP TO [●] MILLION AND UP TO 7,412,760 EQUITY SHARES BY CALOTUS INVESTMENTS (THE "INVESTOR SELLING SHAREHOLDER") AGGREGATING UP TO [●] MILLION (THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO 300,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER" AND SUCH NET OFFER AGGREGATES UP TO 13,385,095 EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE 27.27% AND 26.67%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 2 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A HINDI NATIONAL DAILY NEWSPAPER) AND THE MUMBAI EDITION OF NAVSHAKTI (A WIDELY CIRCULATED MARATHI NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS 2018") AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), the Sponsor Bank and other Designated Intermediaries, as applicable.

#### Procedure:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the General Information Document from the BRLMs at [www.jmfl.com](http://www.jmfl.com), [www.credit-suisse.com](http://www.credit-suisse.com), [www.goldmansachs.com](http://www.goldmansachs.com), [www.hdfcbank.com](http://www.hdfcbank.com), [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com) or download it from the websites of the Stock Exchanges.

### ELIGIBILITY FOR THE OFFER

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process and in compliance with Regulation 26(2) of SEBI ICDR Regulations.

### INDICATIVE TIMETABLE

Bid/Offer Opens Date*	Wednesday, April 3, 2019	Initiation of Refunds for Anchor Investors/Unblocking of Funds	Thursday, April 11, 2019
Bid/Offer Closes Date	Friday, April 5, 2019	Credit of Equity Shares to Depository Accounts of Allottees	Friday, April 12, 2019
Finalization of Basis of Allotment	Wednesday, April 10, 2019	Commencement of trading	Monday, April 15, 2019

\* Our Company and the Selling Shareholders may in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does the SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 20 of the RHP.

Please ensure that you read the Red Herring Prospectus (RHP), the general instructions contained in this memorandum and the 'General Information Document (GID) for investing in Public Issues' before applying in the Offer. Unless otherwise specified, all terms used in this form shall have the meaning ascribed to such terms in the RHP. The investors are advised to retain a copy of RHP/Abridged Prospectus for their future reference.



PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGERS

Sr. No.	Issue Name	Date	Name of the Merchant Banker	+/- % change in closing price, +/- % change in closing benchmark		
				30 <sup>th</sup> calendar days from listing	90 <sup>th</sup> calendar days from listing	180 <sup>th</sup> calendar days from listing
1	Chalet Hotels Limited	7-Feb-19	JM	+1.14% [-0.31%]	NA	NA
2	Aavas Financiers Limited	8-Oct-18	HDFC	-19.32% [+1.76%]	2.39% [4.09]	-
3	CreditAccess Grameen Limited	23-Aug-18	CS	-30.71% [-5.31%]	-14.92% [-8.00%]	-5.89% [-8.13%]
			Kotak	-21.6% [-3.80%]	-14.91% [-8.00%]	-5.71% [-8.13%]
4	HDFC Asset Management Company Limited	6-Aug-18	JM	+58.04% [+1.17%]	+30.61% [-7.32%]	+23.78% [-4.33%]
			HDFC	+58.04% [+1.17%]	+29.60% [-7.58%]	+23.78% [-4.33%]
			Kotak	+58.35% [+1.17%]	+30.61% [-7.32%]	+23.78% [-4.33%]
5	TCNS Clothing Co. Limited	30-Jul-18	Kotak	-9.29% [+3.70%]	-19.74% [-11.39%]	-1.00% [-4.76%]
6	Varroc Engineering Limited	6-Jul-18	CS	-4.39% [5.70%]	-13.57% [0.79%]	-29.17% [1.28%]
			Kotak	+1.62% [+5.46%]	-7.29% [+0.79%]	-24.01% [+1.28%]
7	Fine Organic Industries Limited	2-Jul-18	JM	+5.72% [+6.56%]	+35.38% [+2.56%]	+50.21% [1.90%]
8	IndoStar Capital Finance Limited	21-May-18	JM	-0.96% [+1.84%]	-16.28% [+9.07%]	-39.97% [+1.57%]
			Kotak	-0.96% [+1.84%]	-16.28% [+9.07%]	-39.97% [+1.57%]
9	Lemon Tree Hotels Limited	9-Apr-18	Kotak	+30.18% [+3.26%]	+29.91% [+3.79%]	+19.46% [-0.61%]
10	Bandhan Bank Limited	27-Mar-18	JM	+31.81% [+3.79%]	+42.96% [+6.26%]	+51.89% [+9.42%]
			Kotak	+31.81% [+3.79%]	+42.96% [+6.26%]	+51.89% [+9.42%]
			GS	+31.8% / [+3.8%]	+43.0% / [+6.3%]	+51.9% / [+9.4%]
11	H.G. Infra Engineering Limited	9-Mar-18	HDFC	+22.96% [+1.49%]	+8.35% [+4.48%]	-12.81% [+12.65%]
12	Aster DM Healthcare Limited	26-Feb-18	JM	-13.66% [-3.77%]	-4.97% [+0.21%]	-8.16% [+9.21%]
			GS	-13.7% [-3.8%]	-5.0% [+0.2%]	-8.2% [+9.2%]
13	Galaxy Surfactants Limited	8-Feb-18	JM	+1.14% [-3.31%]	-0.85% [+1.33%]	-14.80% [+7.66%]
14	HDFC Standard Life Insurance Company Limited	17-Nov-17	CS	9.53% [1.02%]	25.33% [2.11%]	46.98% [5.04%]
			HDFC	+30.16% [+1.02%]	+48.93% [+2.11%]	+74.66% [+5.04%]
15	Godrej Agrovet Limited	16-Oct-17	CS	-11.22% [-0.43%]	4.77% [4.99%]	16.68% [2.44%]
16	AU Small Finance Bank Limited	10-Jul-17	HDFC	+58.76% [+2.12%]	+65.20% [+2.23%]	+95.38% [+8.06%]
17	Eris Lifesciences Limited	29-Jun-17	CS	1.12% [5.37%]	-5.45% [3.87%]	26.48% [10.81%]
18	IRB InvIT Fund	18-May-17	CS	-2.61% [1.68%]	-5.49% [4.96%]	-11.03% [8.44%]
19	S Chand and Company Limited	9-May-17	CS	-18.10% [3.72%]	-26.91% [7.95%]	-28.06% [12.18%]
20	Shankara Building Products Limited	5-Apr-17	HDFC	+51.04% [+1.02%]	+80.91% [+3.78%]	+214.86% [+6.41%]
21	Avenue Supermarts Limited	21-Mar-17	HDFC	+145.08% [-0.20%]	+166.35% [+5.88%]	+264.38% [+11.31%]

Source: www.nseindia.com for price information

Notes: 1. No. of issues restricted to 7 issues per BRLM in current financial year and preceding 2 financial years with common issues disclosed once; 2. Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.; 3. Change in closing price over the issue/offer price as disclosed on NSE.; 4. **For JM** - In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days.; 5. **For CS** - 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading date; 6. **For GS** - 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day; 7. **For HDFC** - In case of reporting dates falling on a trading holiday, values for the trading day immediately after the trading holiday have been considered. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days; 8. **For Kotak** - In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.

For price information of past issues handled by each BRLM, please refer to 'Other Regulatory and Statutory Disclosures' on page 562 of the RHP.

NAMES OF BOOK RUNNING LEAD MANAGERS AND CONTACT DETAILS (TELEPHONE AND EMAIL ID) OF EACH LEAD MANAGER		
<b>JM Financial Limited</b> Tel: (91 22) 6630 3030 Email: metropolis ipo@jmfml.com Investor Grievance Email: grievance.ibd@jmfml.com	<b>Credit Suisse Securities (India) Private Limited</b> Tel: (91 22) 6777 3885 Email: list.metropolisipo@credit-suisse.com Investor Grievance Email: list.metropolisipo@credit-suisse.com	<b>Goldman Sachs (India) Securities Private Limited</b> Tel: (91 22) 6616 9000 Email: gs-metropolis-ipo@gs.com Investor Grievance Email: india-client-support@gs.com

<b>HDFC Bank Limited</b> Tel: (91 22) 3395 8233 Email: metropolis.ipo@hdfcbank.com Investor Grievance Email: investor.redressal@hdfcbank.com	<b>Kotak Mahindra Capital Company Limited</b> Tel: (91 22) 4336 0000 Email: metropolis.ipo@kotak.com Investor Grievance Email: kmccredressal@kotak.com
---	---

^ In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Credit Suisse Securities (India) Private Limited is involved as a merchant banker only in marketing of the Offer.

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

<b>Names of Syndicate Members</b>	JM Financial Services Limited, HDFC Securities Limited and Kotak Securities Limited
<b>Name of Registrar to the Offer</b>	<b>Link Intime India Private Limited, Telephone: (91 22) 4918 6200; E-mail: metropolis.ipo@linkintime.co.in</b> <b>Investor grievance e-mail: metropolis.ipo@linkintime.co.in</b>
<b>Name of Statutory Auditors</b>	B S R & Co. LLP, Chartered Accountants
<b>Self-Certified Syndicate Banks</b>	The list of SCSBs is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> on the website of SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> on the website of SEBI, and at such other websites as may be prescribed by SEBI from time to time.
<b>Registered Brokers</b>	The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at <a href="http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3">http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3</a> and <a href="http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm">http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm</a> , respectively, or such other website as updated from time to time.
<b>Details regarding website address/links from which the investor can obtain list of RTAs, CDPs and Registered Brokers who can accept application from investor:</b>	In accordance with SEBI Circulars CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> . The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time. For further details, see section “Offer Procedure” on page 591 of the RHP.

## PROMOTERS OF OUR COMPANY

The Promoters of our Company are Dr. Sushil Kanubhai Shah, Ameera Sushil Shah and Metz Advisory LLP. As on the date of the Red Herring Prospectus, our Promoters (including through their nominees) collectively hold 2,48,09,555\*^# Equity Shares, i.e., 49.44% of the issued, subscribed, and paid-up Equity Share capital of our Company. For details, please see the section titled “**Capital Structure – Shareholding of our Promoters and Promoter Group**” on page 100 of the RHP.

*\*In terms of the SPA, CA Lotus Investments shall sell 1,061,096 Equity Shares to Metz Advisory LLP or any other person whom Metz Advisory LLP assigns, subject to certain terms and conditions, between the Red Herring Prospectus and the Prospectus, for a total consideration of ₹ 526.26 million, payment of which is subject to certain adjustments. For further details, see “History and Certain Corporate Matters” on page 168 of the RHP. Accordingly, if such Equity Shares are transferred to Metz Advisory LLP, the shareholding of Metz Advisory LLP shall increase from 1,46,30,120 Equity Shares (as of the date of the Red Herring Prospectus) to 1,56,91,216 Equity Shares.*

*^Includes five Equity Shares (post Sub-Division) held by Ameera Sushil Shah as nominee of Metz Advisory LLP*

*#Includes five Equity Shares (post Sub-Division) each held by Mayur Shah (jointly with Meera Shah) and Dr. Nilesh Shah as nominees of Dr. Sushil Kanubhai Shah*

For details of experience and other details of Dr. Sushil Kanubhai Shah and Ameera Sushil Shah, see “**Our Manangement**” on page 196 of the RHP.

Metz Advisory LLP, a limited liability partnership, is one of our Promoters and is registered under the Limited Liability Partnership Act, 2008. The principal place of office of Metz Advisory LLP is Mumbai.

There has been no change in control or management of Metz Advisory LLP since its incorporation.

As on the date of the Red Herring Prospectus, our Group Company is : Metropolis Health Products Retail Private Limited. Our Group Company is not listed on any stock exchange.

## BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

### Overview

We are one of the leading diagnostics companies in India, by revenue, as of March 31, 2018 (*Source: Frost & Sullivan*). We have widespread presence across 19 states in India, as of December 31, 2018, with leadership position in west and south India (*Source: Frost & Sullivan*). Through our widespread operational network, we offer a comprehensive range of clinical laboratory tests and profiles, which are used for prediction, early detection, diagnostic screening, confirmation and/or monitoring of the disease. We also offer analytical and support services to clinical research organizations for their clinical research projects. During the nine months period ended December 31, 2018, we conducted approximately 12.3 million tests from approximately 6.6 million patient visits as compared to approximately 16.0 million tests from approximately 7.7 million patient visits during the financial year 2018.

**Our Strategy :** 1) Continue to Focus on Organic Growth Initiatives to Expand Our Reach; 2) Continue Our Focus on Providing Quality Tests and Services; 3) Focus on the Expansion of Our Service Network; 4) Focus on Increasing our Business from Individual Patients; 5) Pursue New Avenues of Growth; 6) Focus on Consolidation Opportunities in a Largely Unorganized Diagnostic Sector.

**Our Competitive Strengths:** 1) One of the leading diagnostics companies in India which is well positioned to leverage the expected growth in the Indian diagnostics industry, 2) Widespread operational network, young patient touch point network and asset light growth of service network, 3) Comprehensive test menu with wide range of clinical laboratory tests and profiles, 4) Strong and established brand with a focus on quality and customer service, 5) Robust Information Technology Infrastructure with Focus on Improving Efficiency, 6) Established track record of successful acquisition and integration in India and overseas, 7) Experienced Senior Management Team and Qualified Operational Personnel

## BOARD OF DIRECTORS

S.No.	Name	Designation	Experience including current/ past position held in other firms
1	Dr. Sushil Kanubhai Shah	Chairman and Executive Director	He was one of the partners of Metropolis Healthcare Services and Metropolis Lab. He has more than three decades of experience in pathology business. He has been a Director on our Board since 2005.
2	Ameera Sushil Shah	Managing Director	She was one of the partners of Metropolis Healthcare Services and Metropolis Lab. She has more than two decades of experience in pathology business. She has been a Director on our Board since 2008.

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

3	Mihir Jagdish Doshi*	Non-Executive and Non-Independent Director	He is a member of the New York State Society of Certified Public Accountants and the American Institute of Certified Public Accountants. Prior to joining our Company, he has worked with the Morgan Stanley group of companies. He has over three decades of experience in finance. He has been a Director on our Board since 2015.
4	Sanjay Bhatnagar	Independent Director	Prior to joining our Company, he has worked with Enron India Private Limited, WaterHealth International Inc. and the THOT Capital Group LLC. He has been a Director on our Board since 2018.
5	Vivek Gambhir	Independent Director	Prior to joining our Company, he has worked with Bain & Company India Private Limited and Godrej Industries Limited & Associated Companies. He has more than ten years of experience in operations and strategy. He has been a Director on our Board since 2018.
6	Milind Shripad Sarwate	Independent Director	Prior to joining our Company, he has worked with Godrej Soaps Limited and Marico Limited. He has over three decades of experience in consumer products and services. He has been a Director on our Board since 2018.

\*Mihir Jagdish Doshi is the chief executive officer and a director on the board of directors of Credit Suisse Securities (India) Private Limited as well as a director on the Board of the Company. As a result, Credit Suisse Securities (India) Private Limited is an 'associate' of the Company pursuant to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 and will, therefore, be involved as a merchant banker only in the marketing of the Offer.

### OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and for the Offer for Sale. Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders. The listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer and all the proceeds will be received by the Selling Shareholders, in proportion to the Offered Shares sold by the respective Selling Shareholders as part of the Offer. For details of Offered Shares by each Selling Shareholder, see ***"Other Regulatory and Statutory Disclosures"*** on page 562 of the RHP.

### Monitoring Utilization of Funds

As the Offer is an Offer for Sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

### Shareholding Pattern:

Sr. No.	Category of Shareholder	Pre Offer number of shares	% holding of Pre Offer
1.	Promoters and Promoter Group	34,018,785	67.80
2.	Public	16,159,895	32.20
	Total	50,178,680	100.00

### Number of Equity Shares proposed to be sold by the Selling Shareholders:

Sr. No.	Name of the Selling Shareholder	Maximum number of Equity Shares offered for sale in the Offer
1.	Dr. Sushil Kanubhai Shah	6,272,335
2.	CA Lotus Investments	7,412,760
	Total	13,685,095

### RESTATED AUDITED FINANCIALS

#### RESTATED CONSOLIDATED FINANCIALS AS PER IND AS

(₹ in Millions except share data and unless otherwise stated)

	As at December 31, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Revenue from operations	5,593.06	6,435.67	5,447.24	4,754.69
Profit before tax	1,356.65	1,603.01	1,572.68	1,242.12
<b>Profit for the period/year</b>	<b>887.71</b>	<b>1,097.47</b>	<b>1,072.57</b>	<b>819.55</b>
Equity Share Capital	100.36	95.44	95.44	95.44
Other Equity	4,579.99	4,052.24	3,136.29	2,691.75
<b>Equity attributable to equity holders of the Company</b>	<b>4,680.35</b>	<b>4,147.68</b>	<b>3,231.73</b>	<b>2,787.19</b>
Basic earnings per share (Rs.)	17.18	20.61	20.48	15.25
Diluted earnings per share (Rs.)	17.15	20.49	20.35	15.14
Return on Net worth (%)	18.30	24.66	31.46	27.55
Net Asset Value per share (Rs.)	93.27	83.58	65.12	56.16

Note: EPS, Return on Net worth and NAV for the nine months ended December 31, 2018 has not been annualized.

#### RESTATED CONSOLIDATED FINANCIALS AS PER INDIAN GAAP

(₹ in Millions except share data and unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
Revenue from operations	4,554.97	3,882.53
Profit before tax	1,010.71	949.40
Profit for the year after tax and minority interest	609.75	565.58
Share Capital	98.64	98.64
Reserves and Surplus	3,519.71	2,924.36
<b>Net Worth</b>	<b>3,618.35</b>	<b>3,023.00</b>
Basic earnings per share (Rs.)	11.89	11.03
Diluted earnings per share (Rs.)	11.89	11.03
Return on Net worth (%)	16.85	18.71
Net Asset Value per share (Rs.)	70.54	58.94

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

## RESTATED STANDALONE FINANCIALS AS PER IND AS

(₹ in Millions except share data and unless otherwise stated)

	As at December 31, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Revenue from operations	4,267.81	4,826.71	4,046.66	3,492.85
Profit before tax	967.51	1,330.14	1,314.12	1,120.10
<b>Profit for the period/year</b>	<b>619.61</b>	<b>943.19</b>	<b>880.04</b>	<b>759.55</b>
Equity Share Capital	100.36	95.44	95.44	95.44
Other Equity	4,458.71	3,544.83	2,585.01	2,332.30
<b>Total Equity</b>	<b>4,559.07</b>	<b>3,640.27</b>	<b>2,680.45</b>	<b>2,427.74</b>
Basic earnings per share (Rs.)	12.43	19.01	17.73	15.08
Diluted earnings per share (Rs.)	12.40	18.90	17.62	14.97
Return on Net worth (%)	13.59	25.91	32.83	31.29
Net Asset Value per share (Rs.)	90.86	73.35	54.01	48.92

Note: EPS, Return on Net worth and NAV for the nine months ended December 31, 2018 has not been annualized.

## RESTATED STANDALONE FINANCIALS AS PER INDIAN GAAP

(₹ in Millions except share data and unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
Revenue from operations	2,544.90	2,232.50
Profit before tax	646.44	691.03
Profit for the year after tax	430.53	464.77
Share Capital	98.64	98.64
Reserves and Surplus	2,963.40	2,541.95
<b>Net Worth</b>	<b>3,062.04</b>	<b>2,640.59</b>
Basic earnings per share (Rs.)	8.39	9.06
Diluted earnings per share (Rs.)	8.39	9.06
Return on Net worth (%)	14.06	17.60
Net Asset Value per share (Rs.)	59.70	51.48

## INTERNAL RISK FACTORS

Below are the top 5 Risk Factors as per the RHP:-

1. We had certain disagreements with ETA Star Healthcare LLC due to which we have not been able to account for the results of our associate, Star Metropolis Health Services Middle East LLC, in our consolidated financial statements since Fiscal 2012 and there is an auditor qualification in our financial statements in this regard.
2. Our business, result of operations and financial condition could be affected by adverse results of legal proceedings.
3. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations and financial condition.
4. Our inability to protect or use our intellectual property rights or comply with intellectual property rights of others may adversely affect our business.
5. We have commissioned industry report from Frost & Sullivan India Private Limited, which have been used for industry related data in the Red Herring Prospectus and such data has not been independently verified by us.

## SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

### A. Total number of outstanding litigations against our Company and outstanding litigation involving our Registered Office and amount involved:

Nature of the Cases	No. of Cases Outstanding	Amount involved (in ₹ Million)
Criminal cases	10	11.75
Civil cases	9	
Tax	4	
Regulatory	3	

### B. Brief details of the material outstanding litigations against our Company and outstanding litigation involving our Registered Office:

Sr. No.	Particulars	Litigation filed by	Current Status	Amount involved
1.	The Assistant Registrar of Companies, Maharashtra at Mumbai issued a show-cause notice dated December 12, 2017 to our Company seeking explanation as to why penal action should not be initiated in relation to alleged violation of provisions of the Companies Act, 2013 by (i) not disclosing various details of its CSR activities for Fiscal 2015 and (ii) not incurring the requisite statutory expenditure towards CSR activities during Fiscal 2015 (the "SCN"). For details, see " <b>Outstanding Litigations and Other Material Developments</b> " on page 549.	Registrar of Companies, Maharashtra at Mumbai	The matter is pending	-
2.	Directors of Golwilkar Metropolis Health Services (India) Private Limited (" <b>Golwilkar</b> "), which got amalgamated with our Company pursuant to the Scheme of Amalgamation 2018, received a summon cum show cause notice from the Assistant Provident Fund Commissioner, Employees' Provident Fund Organisation, Ministry of Labour and Employment, Government of India, in relation to a complaint by Dr. Awanti Mehendale (the " <b>Complainant</b> ") alleging that the Complainant was not paid provident fund for certain period during her tenure as a director with Golwilkar.	Assistant Provident Fund Commissioner, Employees' Provident Fund Organisation, Ministry of Labour and Employment, Government of India	The matter is pending	-



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

3.	The Assistant Labour Officer (Kannur IInd circle), Kerala (“ <b>Authority</b> ”) has issued a show-cause notice dated January 14, 2019 to our Company, alleging that our Company had failed to inter alia (i) maintain and produce for inspection by the Authority, certain statutorily required documents under applicable labour laws; and (ii) pay the prescribed minimum wages to its workers.	The Assistant Labour Officer (Kannur IInd circle), Kerala	The matter is pending	-
4.	Rahul Talwar (the “ <b>Complainant</b> ”) has filed a first information report before the Saket Police Station, Delhi against Max Hospital, Saket and our Company (together, “ <b>the Accused</b> ”), alleging that the Accused were involved in cheating and medical negligence in the treatment of the Complainant. The Complainant has alleged that our Company had issued wrong test reports to the Complainant.	Rahul Talwar	The matter is pending	-
5.	Industrial Bhavan Worli Limited (the “ <b>Complainant</b> ”) has filed a criminal complaint (“ <b>Complaint</b> ”) before the Additional Chief Metropolitan Magistrate, 29th Court, Dadar (“ <b>Magistrate Court</b> ”) at Mumbai against the Maharashtra Pollution Control Board, Metropolis Laboratory, Metropolis Health Services (India) Private Limited (which got merged with our Company pursuant to the Scheme of Amalgamation 2009), Dr. Sushil Kanubhai Shah, Dr. Duru Sushil Shah, Ameera Sushil Shah and others (together the “ <b>Accused</b> ”) alleging that the Accused, through Metropolis Laboratory, are (i) illegally dumping bio medical waste in the compound of our Registered Office; (ii) keeping municipal waste outside the compound of our Registered Office and (iii) discharging hazardous bio-medical wastes into storm water drains situated in the vicinity of our Registered Office. For details, see “ <b>Outstanding Litigations and Other Material Developments</b> ” on page 549.	Industrial Bhavan Worli Limited	The matter is pending	-

**C. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters/Group companies in the last 5 financial years including outstanding action, are as follows: Nil**

**D. Outstanding Criminal Litigations against our Promoters**

1. Industrial Bhavan has filed a criminal complaint before the Additional Chief Metropolitan Magistrate, 62nd Court, Dadar at Mumbai against Dr. Sushil Kanubhai Shah and Dr. Duru Sushil Shah alleging criminal breach of trust and trespass in the Registered Office.
2. Industrial Bhavan has filed a criminal complaint before the Additional Chief Metropolitan Magistrate, 2nd Court, Mazgaon at Mumbai against Dr. Sushil Kanubhai Shah, Dr. Duru Sushil Shah and others (“**Accused**”) alleging that the Accused have conspired and fraudulently filed forged documents in ROC to misrepresent themselves as directors of Industrial Bhavan for obtaining loan.
3. Industrial Bhavan has filed a criminal complaint before the Additional Chief Metropolitan Magistrate, 29th Court, Dadar at Mumbai against Dr. Sushil Kanubhai Shah, Dr. Duru Sushil Shah and others (the “**Accused**”) alleging that the Accused have conspired and fraudulently opened a bank account in UTI Bank, in a false name and misappropriated the amount collected purportedly in the name of Industrial Bhavan (Worli) Private Limited.
4. Industrial Bhavan has filed a criminal complaint before the Additional Chief Metropolitan Magistrate, 29th Court, Dadar at Mumbai against the Maharashtra Pollution Control Board, Metropolis Laboratory, Metropolis Health Services (India) Private Limited, Dr. Sushil Kanubhai Shah, Dr. Duru Sushil Shah, Ameera Sushil Shah and others (together the “**Accused**”) alleging that the Accused, are illegally dumping bio medical waste; keeping municipal waste and discharging hazardous bio-medical wastes into storm water drains in and around the Registered Office.
5. Dileep Nevatia has filed a complaint before the Chief Metropolitan Magistrate 29th Court at Dadar, Mumbai against Dr. Sushil Kanubhai Shah (“**Accused**”) alleging defamation in an affidavit filed by the Accused in respect of another litigation.
6. Sunita Nevatia (the “**Complainant**”) has filed a complaint before the Additional Chief Metropolitan Magistrate, 8th Court, Esplanade at Mumbai against Dr. Sushil Kanubhai Shah and Dr. Duru Sushil Shah (“**Accused**”) alleging defamation in a written statement filed by the Accused in respect of another litigation.
7. Dileep Nevatia (the “**Complainant**”) has filed a complaint before the Additional Chief Metropolitan Magistrate, 8th Court, Esplanade at Mumbai against Dr. Sushil Kanubhai Shah and Dr. Duru Sushil Shah (“**Accused**”) alleging defamation in a written statement filed by the Accused in respect of another litigation.
8. Industrial Bhavan has filed a criminal complaint before the Additional Chief Metropolitan Magistrate, 8th Court, Esplanade at Mumbai against Dr. Sushil Kanubhai Shah, Dr. Duru Sushil Shah, Metropolis Health Services (India) Private Limited and others (the “**Accused**”) alleging conspiracy, fraud and criminal breach of trust in relation to the mortgage of the Registered Office to secure a loan.
9. Industrial Bhavan has filed a criminal case before the Additional Chief Metropolitan Magistrate, 62nd Court, Dadar at Mumbai against Rajesh Brothers and its partners, Excellent Make Diamonds and its partners, Dr. Sushil Kanubhai Shah and Attaserial T. G. Kurien alleging that Rajesh Brothers had illegally entered into a leave and license agreement with respect to certain premises.

For further details in relation to the above, see, “**Outstanding Litigation and other Material Developments**” on page 549 of the RHP.

### DECLARATION BY THE COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in the Red Herring Prospectus are true and correct.

### DECLARATION BY THE PROMOTER SELLING SHAREHOLDER

Dr. Sushil Kanubhai Shah hereby certifies that all statements and undertakings specifically made or confirmed by him in the Red Herring Prospectus, about or in relation to himself as a Selling Shareholder and his respective Offered Shares, are true and correct. Provided however, Dr. Sushil Kanubhai Shah as a Selling Shareholder, assumes no responsibility for any other statements, including any of the statements made or confirmed by the Company or any expert or any other person(s) in the Red Herring Prospectus.

### DECLARATION BY THE INVESTOR SELLING SHAREHOLDER

CA Lotus Investments hereby certifies that all statements and undertakings specifically made or confirmed by it in the Red Herring Prospectus, about or in relation to itself as a Selling Shareholder and its respective Offered Shares, are true and correct. Provided however, CA Lotus Investments assumes no responsibility for any other statements, including any of the statements made or confirmed by the Company or any expert or any other person(s) in the Red Herring Prospectus.



**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.**

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.**

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

## BIDDER'S UNDERTAKING FOR REVISION FORM

I/We (on behalf of joint applicants, if any) confirm that the Acknowledgement Slip for my/our Bids are enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid cum Application Form submitted earlier by me/us.

I/We (on behalf of joint applicants, if any) authorise you to reject this Bid Revision Form, in case any of the details of my/our existing Bids as appearing on the electronic book building system do not tally with the details given in this Revision Form.

## INSTRUCTIONS FOR FILLING UP THE REVISION FORM

1. Name of sole/ First Bidder should be exactly the same as it appears in the depository records.
2. Please ensure that the Bid Options provided are in the same order as that provided in the Bid cum Application Form submitted earlier.
3. In case there is no change in the particular Bid option, please write "NO CHANGE". In case you want to cancel the Bid option, please write "CANCELLED".
4. Total Bid Amount payable must be calculated for the highest of three options, at Bid Price. Total Bid Amount to be paid must be calculated net of total amount paid at the time of submission of Bid cum Application Form.  
Bidders, please ensure that your SCSB where the ASBA Account is maintained has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
5. **Revision of Bids in case of Revision of Price Band:**  
In case of an upward revision in the Price Band, Eligible employees who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 5,00,000) if the Bidder wants to continue to Bid at Cut-off Price), with the members of the Syndicate/Registered Brokers/CRTA/CDPs to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 5,00,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, shall be adjusted downwards for the purpose of Allotment, such that no additional amount would be required to be blocked and the Bidder is deemed to have approved such revised Bid at Cut-off Price. In case of a downward revision in the Price Band, announced as above, Eligible Employee bidding the Employee Reservation Portion who has bid at Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
6. Please note that application made using third party ASBA Bank A/c are liable to be rejected
7. **Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable; b. Revision Form must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Syndicate Member/ SCSBs/Registered Brokers/CRTA/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgement Slip for your Bid and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount in excess of their original blocked amount based on the cap of the revised Price Band upon an upward revision of their Bid.
8. Revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

## OFFER STRUCTURE

Particulars	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation**	Not more than 300,000 Equity Shares	At least 10,038,822 Equity Shares	Not more than 2,007,764 Equity Shares or Offer less allocation to QIBs and Retail Individual Investors	Not more than 1,338,509 Equity Shares or Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer size available for allocation/ Allotment	The Employee Reservation Portion shall constitute up to 5% of the post-Offer paid-up Equity Share capital of our Company	At least 75% of the Net Offer will be available for allocation to QIBs. However, 5% of the QIB Portion, excluding the Anchor Investor Portion, will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund portion will be added to the QIB Portion (excluding Anchor Investor Portion)	Not more than 15% of the Net Offer or Offer less allocation to QIBs and Retail Individual Investors	Not more than 10% of the Net Offer or the Offer less allocation to QIBs and Non-Institutional Investors
Basis of Allotment if respective category is oversubscribed	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees who have Bid for value exceeding ₹200,000 up to ₹500,000 each.	Proportionate as follows (excluding the Anchor Investor Portion): (a) 200,777 Equity Shares will be available for allocation on a proportionate basis to Mutual Funds only; and (b) 3,814,752 Equity Shares will be available for allocation on a proportionate basis to all other QIBs including Mutual Funds receiving allocation as per (a) above Up to 6,023,293 Equity Shares may be allocated on a discretionary basis to Anchor Investors.	Proportionate	Allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. For more information, see "Offer Procedure – Part B – Allotment Procedure and Basis of Allotment" on page 634 of the RHP.
Mode of Bidding	Through ASBA process only (except Anchor Investors)			
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹500,000.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer size, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer size (excluding QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can Apply***	Eligible Employees such that the Bid Amount does not exceed ₹500,000	Public financial institutions specified in Section 2(72) of the Companies Act, FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, VCFs, AIFs, state industrial development corporations, insurance companies registered with IRDAI, provident funds with a minimum corpus of ₹250 million, pension funds with a minimum corpus of ₹250 million in accordance with applicable law, the National Investment Fund set up by the Government of India, insurance funds set up and managed by the army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies, as defined under the SEBI ICDR Regulations.	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, societies and trusts and Category III FPIs registered with SEBI.	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.
Terms of Payment****	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs or under UPI mechanism (only for RILs), as the case may be, in the bank account of the Bidders that is specified in the ASBA Form at the time of the submission of the Bid cum Application Form			

\*Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is being made to other Anchor Investors.

\*\*The Offer is being made through the Book Building Process, in compliance with Regulation 26(2) of the SEBI ICDR Regulations, wherein at least 75% of the Net Offer shall be allocated on a proportionate basis to QIBs provided that our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of undersubscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, the entire application money shall be refunded forthwith. Further, not more than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Net Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, on a proportionate basis, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Further, up to 300,000 Equity Shares, aggregating to ₹[●] million will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Offer Price. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

\*\*\*In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

\*\*\*\*Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which allocation is made to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.



<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>REGISTERED BROKER / SCSB / CDP / CRTA STAMP &amp; CODE</b>
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>

<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b>	
Mr. /Ms. _____	
Address _____	
Email _____	
Tel. No. (with STD code) / Mobile _____	
<b>2. PAN OF SOLE / FIRST BIDDER</b>	
_____	
<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID	

**PLEASE CHANGE MY BID**

4. FROM (AS PER LAST BID OR REVISION)		No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)		Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)					
Bid Options	(In Figures)	Bid Price		Retail Discount, if any					
		8	7	6	5	4	3	2	1
Option 1									
(OR) Option 2									
(OR) Option 3									

5. TO (REVISED BID) (ELIGIBLE EMPLOYEES BIDDERS CAN BID AT "CUT-OFF")		No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)		Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)					
Bid Options	(In Figures)	Bid Price		Retail Discount, if any					
		8	7	6	5	4	3	2	1
Option 1									
(OR) Option 2									
(OR) Option 3									

<b>6. PAYMENT DETAILS [IN CAPITAL LETTERS]</b>		<b>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input checked="" type="checkbox"/></b>
Additional Amount Blocked (₹ in figures)	_____	(₹ in words) _____
<b>ASBA</b>	_____	
Bank A/c No.	_____	
Bank Name & Branch	_____	

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST BIDDER</b>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / CRTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b>
Date : _____, 2019	I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer. 1) _____ 2) _____ 3) _____	

TEAR HERE

<b>METROPOLIS</b> The Pathology Specialist	<b>METROPOLIS HEALTHCARE LIMITED</b> INITIAL PUBLIC OFFER - ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION	<b>Acknowledgement Slip for Syndicate Member/Registered Broker/SCSB/CDP/CRTAs/ Sub-Syndicate/Agents</b>	<b>Bid cum Application Form No.</b>
---	--	---	---

<b>DPID / CLID</b>	_____	<b>PAN of Sole / First Bidder</b>	_____
Additional Amount Blocked (₹ in figures)	_____	ASBA Bank A/c No.	_____
Bank Name & Branch	_____		Stamp & Signature of SCSB Branch
Received from Mr./Ms./M/s.	_____		
Telephone / Mobile	_____	Email	_____

TEAR HERE

<b>METROPOLIS HEALTHCARE LIMITED - BID REVISION FORM - INITIAL PUBLIC OFFER - ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION</b>	Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member/Registered Broker/SCSB/CDP/CRTAs/Sub-Syndicate/Agents	<b>Name of Sole / First Bidder</b>
No. of Equity Shares					
Bid Price					
Additional Amount Blocked (₹ in figures)					
ASBA Bank A/c No.					
Bank Name & Branch					
Important Note : Application made using third party ASBA Bank A/c are liable to be rejected.					

TEAR HERE