



NOTICE

NOTICE is hereby given that the **Extra-ordinary General Meeting (CHIL GM NO. 02/2021-2022)** of Care Health Insurance Limited (*formerly known as Religare Health Insurance Company Limited*) will be held on **Tuesday, December 28, 2021, at 11:00 A.M.** through Video Conferencing to transact the following businesses:

SPECIAL BUSINESS:

1. TO APPROVE THE ALTERATIONS TO BE MADE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force) and as recommended by the Board, the consent of the shareholders be and is hereby accorded to alter the Articles of Association in the following manner:

That for the part of the Article No. 287(Definitions and Interpretations)

“ESOP Pool” means the aggregate employee stock option pool of the Company including all the options granted under the ESOP Scheme 2014 and the CEO ESOP Scheme 2014 which shall be 12.5% (Twelve decimal point Five Percent) of the Share Capital of the Company on a Fully Diluted Basis;

the following new Article be substituted:

“ESOP Pool” means the aggregate employee stock option pool of the Company including all the options granted under the ESOP Scheme 2014 and the CEO ESOP Scheme 2014 which shall be 15% (Fifteen Percent) of the Share Capital of the Company on a Fully Diluted Basis;

RESOLVED FURTHER THAT Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid amendment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities including the Registrar of Companies and Insurance Regulatory and Development Authority of India, as may be required to be done or filed to give effect to the said Resolution;



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RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company.”

2. **TO APPROVE EXTENDING THE BENEFITS OF RELIGARE HEALTH INSURANCE EMPLOYEE STOCK OPTION SCHEME 2014 READ WITH VARIOUS AMENDMENTS TO THE EMPLOYEES OF HOLDING COMPANY, NAMELY RELIGARE ENTERPRISES LIMITED**

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

“**RESOLVED THAT** pursuant to section 62(1)(b), prescribed rules thereof, in accordance to the shareholder’s resolution passed at the Annual General Meeting of the Company held on September 27, 2021 and other applicable provisions of the Companies Act 2013, the Memorandum and Articles of Association of the Company, SEBI (Share Based Employee Benefits) Regulations, 2014, or any other act, rules, regulations, guidelines, circulars thereof, subject to the approval of Insurance Regulatory & Development Authority of India, if required, and as recommended by the Board, the consent of the shareholders be and is hereby accorded to create, offer, issue and grant/allot at any time in one or more tranches and to extend the benefit of Religare Health Insurance Employee Stock Option Scheme 2014 (including any amendments thereof), to the employees of the holding company namely Religare Enterprises Limited, such options as may be decided by Nomination and Remuneration Committee/Board of Directors, with each such Option be exercisable into one Equity share of a face value of Rs. 10 fully paid up subject to the payment of exercise price and other terms.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee be and is hereby authorized to decide such numbers of options, vesting period, exercise price and any other terms to be granted under the Religare Health Insurance Employee Stock Option Scheme 2014 including any amendments thereof to the said employees of the holding Company in accordance to the said scheme.

RESOLVED FURTHER THAT Allotment Committee or any other Committee as decided by Board, be and is hereby authorized to allot equity shares to the said ESOP holders, from time to time, and to do all such acts, deeds, matters and things which may be deemed necessary, pertinent, desirable, incidental in this regard, in accordance with the applicable statutory requirements.

RESOLVED FURTHER THAT Mr. Sanjeev Meghani, Head-Human Resources, Mr. Pratik Kapoor, Company Secretary and Mr. Anoop Singh, Chief Compliance Officer of the Company be and are hereby severally authorized to sign, execute and file all such forms, returns, certificates, papers and documents as may be considered necessary or expedient with the Ministry of Corporate Affairs, Insurance Regulatory and Development Authority of India, Central Government or its delegated authority and to do all such acts, deeds, things and matters including but not limited to represent the Company before any authority and to appoint attorney(s) or authorized representative(s) to give effect to this Resolution.



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RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company.”

3. **TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS OF MORE THAN 1% OF THE ISSUED CAPITAL UNDER RELIGARE HEALTH INSURANCE EMPLOYEE STOCK OPTION SCHEME 2014 READ WITH VARIOUS AMENDMENTS TO DR. RASHMI SALUJA, NON-EXECUTIVE CHAIRPERSON OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to section 62(1)(b), prescribed rules thereof, in accordance to the shareholder’s resolution passed at the Annual General Meeting of the Company held on September 27, 2021 and other applicable provisions of the Companies Act 2013, the Memorandum and Articles of Association of the Company, SEBI (Share Based Employee Benefits) Regulations, 2014, or any other act, rules, regulations, guidelines, circulars thereof, subject to the approval of Insurance Regulatory & Development Authority of India and as recommended by the Board, the consent of the shareholders be and is hereby accorded to create, offer, issue and grant/allot at any time in one or more tranches to Dr. Rashmi Saluja, Non-Executive Chairperson of the Company under Religare Health Insurance Employee Stock Option Scheme 2014 (including any amendments thereof), such number of Options exercisable exceeding 1% of the issued capital (to be computed with reference to expanded capital on fully diluted basis) excluding outstanding warrants and conversions for the financial year 2021-22, as may be decided by Nomination and Remuneration Committee/Board of Directors and with each such Option be exercisable into one Equity share of a face value of Rs. 10 fully paid up subject to the payment of exercise price and other terms.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee be and is hereby authorized to decide such numbers of options, vesting period, exercise price and any other terms, to be granted under the Religare Health Insurance Employee Stock Option Scheme 2014 including any amendments thereof to Dr. Rashmi Saluja, Non-Executive Chairperson of the Company in accordance to the said scheme.

RESOLVED FURTHER THAT Allotment Committee or any other Committee as decided by Board, be and is hereby authorized to allot equity shares to the said ESOP holders, from time to time, and to do all such acts, deeds, matters and things which may be deemed necessary, pertinent, desirable, incidental in this regard, in accordance with the applicable statutory requirements.

RESOLVED FURTHER THAT Mr. Sanjeev Meghani, Head-Human Resources, Mr. Pratik Kapoor, Company Secretary and Mr. Anoop Singh, Chief Compliance Officer of the Company be and are hereby severally authorized to sign, execute and file all such forms, returns, certificates, papers and documents as may be considered necessary or expedient with the Ministry of Corporate Affairs, Insurance Regulatory and Development Authority of India, Central Government or its delegated authority and to do all such acts, deeds, things and matters including but not limited to represent the Company before any authority and to appoint attorney(s) or authorized representative(s) to give effect to this Resolution.



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RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company.”

**By Order of the Board of Directors
For Care Health Insurance Limited**

**Place: Gurugram
Date: November 01, 2021**

**Pratik Kapoor
Company Secretary**



NOTES

1. Considering the extra-ordinary circumstances caused by COVID 19 and in light of social distancing norms, in terms of the General Circulars No. 10/2021 dated June 23, 2021 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “**MCA Circulars**”) as issued by the Ministry of Corporate Affairs (“**MCA**”), companies are permitted to conduct the Extra-ordinary General Meeting through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) till December 31, 2021, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 (“**the Act**”), the Extra-ordinary General Meeting (“**EGM / Meeting**”) of the Company is being held through VC /OAVM on Tuesday, 28th December 2021, at 11:00 A.M. The venue of the meeting shall be deemed to be the Registered Office of the Company at 5th Floor, 19, Chawla House, Nehru Place, New Delhi-110019.
2. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.careinsurance.com and is also available on the website of e-voting agency at <https://evoting.kfintech.com>.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
4. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to special businesses to be transacted at the Extra-ordinary General Meeting (CHIL GM NO. 02/2021-2022) is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@careinsurance.com.
5. As per the provisions under the MCA Circulars, Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Also, in terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM.
6. Since the EGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
7. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EGM through e-voting facility during the EGM.
8. The Company has enabled the Members to participate at the EGM through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the EGM through VC shall be allowed on a first-come-first-served basis.
9. The facility for e-voting will be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agent (hereinafter called “**KFintech**”), for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.careinsurance.com.



11. Members may note that the VC/OAVM facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come-first-served basis (“FIFO”). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EGM without any restriction on account of FIFO principle.
12. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM. The meeting may be joined by following the procedure mentioned in the Notice.
13. Pursuant to the provisions of the MCA Circulars on convening EGM through VC / OVAM:
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to attend the EGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
14. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the EGM through **remote e-voting** facility.
15. **Voting at the EGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting (“e-voting”) by KFintech. Kindly note that the Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
16. In case of joint holders attending the EGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. The institutional members are encouraged to attend and vote at the EGM.
18. The Company has appointed Mr. Kundan Agrawal (Membership No. F7631 & Certificate of Practice No. 8325), Proprietor, M/s Kundan Agarwal & Associates Practicing Company Secretary [FRN: S2009DE113700] to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him.



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20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.careinsurance.com and on the website of KFintech at <https://evoting.kfintech.com> immediately after the declaration of result by the Chairperson or any person authorized by him. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. 28th December 2021.
21. The copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested will be available electronically for inspection by the members during the EGM.
22. The Company has designated an exclusive Email ID secretarial@careinsurance.com for redressal of shareholder's complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The members are apprised that the Company vide special resolution passed in the Annual General meeting of the Company held on September 27, 2021 has amended Religare Health Insurance Employee Stock Option Scheme 2014 of the Company and amendments thereof ("Revised Scheme 2014").

The Revised Scheme 2014 provides for grant of Options up to 15% issued share capital (to be computed with reference to expanded capital on fully diluted basis) of the Company to the employees of the Company and its holding company. The aggregate ESOP reserve under all such Schemes has been intended to be within the ceiling of 15% of total issued equity capital (to be computed with reference to expanded capital on fully diluted basis).

The members are further apprised that in order to align the aforesaid amendment with the Article of Association of the Company, the Company has proposed to amend the definition of "**ESOP Pool**" as defined under clause 287 of the Article of Association of the Company as follows:

That the definition of "**ESOP Pool**" as defined under Clause 287 of the Article of Association of the Company which read as:

"ESOP Pool" means the aggregate employee stock option pool of the Company including all the options granted under the ESOP Scheme 2014 and the CEO ESOP Scheme 2014 which shall be 12.5% (Twelve decimal point Five Percent) of the Share Capital of the Company on a Fully Diluted Basis;

Now be substituted and read as below:

"ESOP Pool" means the aggregate employee stock option pool of the Company including all the options granted under the ESOP Scheme 2014 and the CEO ESOP Scheme 2014 which shall be 15% (Fifteen Percent) of the Share Capital of the Company on a Fully Diluted Basis;



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The Amended Articles along with other relevant documents and disclosures will be available for inspection by the Members on the website of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 as applicable, any amendment in the Articles of Association requires approval of the shareholders of the Company.

The Board accordingly recommends the Special resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise, except to the extent that they may be granted ESOPs under the Revised scheme 2014 of the Company, in the resolution set out at Item No. 1 of the Notice.

Item No. 2

The members are apprised that in accordance to the Religare Health Insurance Employee Stock Option Scheme 2014 and amendments thereof ("Revised Scheme 2014") of the Company as approved by the shareholders in their meeting held on September 27, 2021, the Company may grant Options of up to 15% issued share capital (to be computed with reference to expanded capital on fully diluted basis) of the Company to the employees of the Company and its holding company.

Also, in accordance to Rule 12 of the Companies (Share Capital and debentures) Rules, 2014, the approval of shareholders by way of separate resolution is required in case Options are granted to employees of holding or subsidiary company.

In accordance to the above and subject to the approval of Insurance Regulatory & Development Authority of India (IRDAI), if required, the members are further apprised that the Company intends to create, offer, issue and grant/allot at any time in one or more tranches and to extend the benefit of Religare Health Insurance Employee Stock Option Scheme 2014(including any amendments thereof), to the employees of the holding company namely Religare Enterprises Limited, such number of options as may be decided by Nomination and Remuneration Committee/Board of Directors, with each such Option be exercisable into one Equity share of a face value of Rs. 10 fully paid up subject to the payment of exercise price and other terms.

The Board accordingly recommends the Special resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise except Dr. Rashmi Saluja, Non-Executive Chairperson of the Company to the extent that ESOPs may be granted under the Revised scheme 2014 of the Company, in the resolution set out at Item No. 2 of the Notice.

Item No. 3

The members are apprised that in accordance to the Religare Health Insurance Employee Stock Option Scheme 2014 and amendments thereof ("Revised Scheme 2014") of the Company as approved by the shareholders in their meeting held on September 27, 2021, the Company may grant Options of up to 15% issued share capital (to be computed with reference to expanded capital on fully diluted basis) of the Company to the employees of the Company and its holding company.



Also, in accordance to Rule 12 of the Companies (Share Capital and debentures) Rules, 2014, the approval of shareholders by way of separate resolution is required in case Options are granted to identified employees, during any one year, equal to or exceeding one percent of the Issued Capital (excluding outstanding warrants and conversions) of the Company at the time of option. The Company intends to grant ESOPs to Dr. Rashmi Saluja being Executive Chairperson of the holding company, i.e., Religare Enterprises Limited.

In accordance to the above and subject to the approval of Insurance Regulatory & Development Authority of India (IRDAI), the members are further apprised that the Company intends to create, offer, issue and grant/allot at any time in one or more tranches to Dr. Rashmi Saluja, Non-Executive Chairperson of the Company under Religare Health Insurance Employee Stock Option Scheme 2014(including any amendments thereof), such number of Options exercisable exceeding 1% of the issued capital(to be computed with reference to expanded capital on fully diluted basis) excluding outstanding warrants and conversions for the financial year 2021-22 as may be decided by Nomination and Remuneration Committee/Board of Directors and with each such Option be exercisable into one Equity share of a face value of Rs. 10 fully paid up subject to the payment of exercise price and other terms.

The Board accordingly recommends the Special resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise, except Dr. Rashmi Saluja, Non-Executive Chairperson of the Company to the extent that ESOPs may be granted under the Revised scheme 2014 of the Company, in the resolution set out at Item No. 3 of the Notice.

**By Order of the Board of Directors
For Care Health Insurance Limited**

**Place: Gurugram
Date: November 01, 2021**

**Pratik Kapoor
Company Secretary**



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Procedure for obtaining the EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Notice of EGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. Those shareholders who have registered/not registered their mail address may please contact and validate/update their details with the relevant Depository Participant in case of shares held in electronic form
- ii. Shareholders who have not registered their mail address and in consequence Notice of EGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to inward.ris@kfintech.com.
- iii. Shareholders may also visit the website of the Company www.careinsurance.com or the website of the Registrar and Transfer Agent <https://evoting.kfintech.com> for downloading the Notice of the EGM.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

A. Instructions for the Remote e-voting for the Extra-ordinary General Meeting of the Company through VC:

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the EGM scheduled to be held on Tuesday, 28th December 2021, at 11:00 A.M.

The Board of directors of the Company have appointed M/s. Kundan Agrawal & Associates, Practicing Company Secretaries as the scrutiniser for conducting the remote e-voting and the e-voting process in the EGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the Company has fixed Tuesday, December 21, 2021 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. Tuesday, December 21, 2021. The Company has engaged the services of KFinTechnologies Private Limited (KFin) to provide VC facility, remote e-voting and voting in the EGM in a secure manner.

The remote e-voting facility begins on Friday, December 24, 2021, at 9:00 A.M. (IST) and ends on Monday, December 27, 2021, at 5:00 P.M. (IST). During this period, the members of the Company, holding shares in dematerialised form, as on the cut-off date, are entitled to avail the facility to cast their vote through remote e-voting.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

- B. Submission of questions prior to EGM:** Members who would like to express their views/raise questions may please log into <https://emeetings.kfintech.com> and click on "Post your queries" and post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Please note that, questions will be



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answered only if the member continues to hold the shares as of cut-off date. The facility for posting questions will be open from Thursday, December 23, 2021 at 9:00 A.M. (IST) till Saturday, December 25, 2021 at 4:00 P.M. (IST).

C. Registration as a speaker at the EGM: Members who wish to speak at the EGM may log into https://emeetings.kfintech.com and click on the "Speaker Registration" icon by mentioning their name, demat account number/folio number, city, e-mail id and mobile number. The facility for registration as a speaker will be open from Thursday, December 23, 2021 at 9:00 A.M. (IST) till Saturday, December 25, 2021 at 4:00 P.M. (IST). The Company reserves the right to limit the number of members asking questions depending on the availability of time at the EGM.

Instructions for e-voting:

a) Login method for remote e-Voting for individual shareholders holding securities in demat mode.

For NSDL:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <ul style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access toe-Voting". IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting serviceprovider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting service provider name, i.e., KFin. V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.

For CDSL:

Type of shareholders	Login Method



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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi. iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The menu will have links of ESP i.e. KFin e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat account number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFin where thee-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registeredwith NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against the Company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

b) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode.

1) Members whose email IDs are registered with the depository participant(s), will receive an email from KFin which will include details of E-Voting Event Number, USER ID and password. Members will have to follow the following process:

- i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of demat account, User ID will be your DP



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ID and client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you will be mandatorily required to change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change the password and update the contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. Login again with the new credentials.
 - vi. On successful login, the system will prompt to select the E-voting event.
 - vii. Select the EVENT of Care Health Insurance Limited and click on "SUBMIT".
 - viii. Now you are ready for e-voting as "Cast Vote" page opens.
 - ix. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN.
 - x. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
 - xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - xii. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - xiii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- 2) Members whose email IDs are not registered with the Company/depository participants(s), are requested to follow the following process:
- a. Members may temporarily get their email ID and mobile number registered with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - b. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio.
 - c. After receiving the e-voting instructions, please follow the steps from sl. no. (i) to sl. no. (xiii) in pt.1) to cast your vote by electronic means.



D. Instructions for the members for attending the EGM of the Company through VC:

1. Members can attend the EGM through the link <https://emeetings.kfintech.com/> by using their remote e-voting credentials.
2. The facility for joining the EGM will be opened 15 minutes before the scheduled time of the meeting on first cum first serve basis. In respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders' relationship committee and auditors, the restrictions on number of members will not be applicable.
3. Members can participate in the EGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity. It is recommended to use a stable Wi-Fi or LAN connection.
4. The attendance of the members (members logins) attending the EGM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

Step 1	Access the URL https://emeetings.kfintech.com/
Step 2	Enter the login credentials (i.e., User ID and password provided for remote e-voting)
Step 3	Please select the name of the meeting
Step 4	Click on 'Video Conference' option
Step 5	Click on the red square box with a video icon to join the VC

E. Instructions for members for e-voting during the EGM session:

Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC platform of KFin. Members may click on the voting icon displayed on the screen to cast their votes.



Other instructions:

- I. Members may refer to the Help & Frequently Asked Questions (FAQs) section of <https://evoting.kfintech.com/public/Faq.aspx> or write to them at evoting@kfintech.com or call KFin on & Toll-free No. 1-800-3094-001 for any technical assistance or support before or during the EGM.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the as on the cut-off date i.e. Tuesday, December 21, 2021.
- IV. The members, whose names appear in the Register of Members / list of beneficial owners as on Tuesday, December 21, 2021, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- V. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice to the members and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to the email ID evoting@kfintech.com. However, if you are already registered with KFin for remote e-voting then member can use his/her existing user ID and password for casting your vote.
- VI. In case a person has become a member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399:
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- VII. Members who have cast their votes through remote e-voting may also attend the EGM. However, those members are not entitled to cast their vote again in the EGM.
- VIII. A member can opt for only one mode of voting i.e., either through remote e-voting or voting at the EGM. Thus, voting facility at the EGM shall be used only by those who have not exercised their right to vote through remote e-voting.



- IX. The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutiniser's report on or before Thursday, December 30, 2021 of the total votes cast in favour or against, if any, to the chairman of the Company or person authorised by him in writing who shall countersign the same.
- X. The voting results declared along with the scrutiniser's report shall be placed on the Company's website, www.careinsurance.com and on the website of KFin, <https://evoting.kfintech.com/public/Downloads.aspx> (Select Document Type: Results) after the result is declared by the chairman / authorised person.