

TRANSCRIPT

EXTRA-ORDINARY GENERAL MEETING OF CARE HEALTH INSURANCE LIMITED HELD ON MARCH 14, 2024 AT 11:00 A.M.

Yogesh Kumar: Good morning to all of you. I, Yogesh Kumar, Company Secretary of the Company, welcome you all to the Extra-ordinary General Meeting of the Company.

It may be noted that this Meeting is being held through video conferencing, in accordance to the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs. The Company has made all feasible efforts to enable the members to participate at the meeting through the video conferencing facility and vote electronically. The requisite quorum for this meeting is present.

Since, there is no physical attendance of the members; the requirement of appointing proxy is not applicable.

Further, the facility for joining this meeting through video conference or other audio-visual means is made available for the members on first-come-first-served basis. All the members who have joined this meeting are by default placed on mute by the host to avoid any disturbance arising from background noise and ensure smooth and seamless conduct of the Meeting.

Members can post their views OR questions on the "Ask a Question" tab on their screen. It may be noted that the Company reserves the right to limit the number of speaker asking the questions depending on the availability of time at this meeting.

The register of Directors and KMP and the register of Contract and Arrangements, and other documents mentioned in the EGM Notice have been made available electronically for inspection by the members during this meeting. Members seeking to inspect any of these documents can send the request to secretarial@careinsurance.com.

The Company has provided the facility to cast vote(s) electronically through remote e-voting on the resolution set forth in the Notice. Members who have not cast their vote(s) through the remote e-voting and who are participating in this meeting will have an opportunity to cast the vote(s) during the meeting through the e-voting system provided by Kfintech. Members can click on the "Vote" tab on their screen to make use of this facility.

In case members face any difficulty, they may reach out on the helpline numbers mentioned in the notice of the meeting. Members may also kindly note that this

meeting is being recorded.

Now, I request our respected Chairperson, Dr. Rashmi Saluja, to occupy the Chair and preside over the Meeting.

Thank you very much. Over to you ma'am.

Dr. Rashmi Saluja: Thank you, Yogesh!

Good Morning Shareholders and dear Directors.

It gives me immense pleasure in extending a warm welcome to all of you to the Extra-ordinary General Meeting ("EGM") of the Company and I thank you all for your gracious presence.

I hope all of you are safe and in good health and this meeting is held through video conferencing and other audio-visual means and the same is in compliance with the General Circulars as issued from time to time by the Ministry of Corporate Affairs. The Company has taken all feasible steps to ensure that the shareholders are provided an opportunity to participate in the Extra-ordinary General Meeting and vote. Adequate video conferencing facility has been provided.

The requisite quorum is present and therefore, I call the meeting to order and start the proceedings of the meeting.

I am Dr. Rashmi Saluja and I am a Non-Executive Chairperson of the Company. I am also a member of the Audit Committee, NRC, Stakeholders Relationship Committee and Corporate Social Responsibility Committee among other Committees. I am joining this Meeting from Mumbai.

I would also like to introduce other Board Members present on the meeting today. I have with me-

Mrs. Asha Nair, she is a Non-Executive Independent Director of the Company. She is also a member of the Audit Committee among other Committees. She has joined this meeting from Thiruvananthapuram.

Mr. Anuj Gulati, he is the Managing Director & CEO of the Company. He is also a member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee among other Committees. He has joined this meeting from Care Head Office, Gurugram.

Mr. Hamid Ahmed, he is a Non-Executive Independent Director of the Company. He is also a member of the Audit Committee, NRC and Corporate Social Responsibility Committee among other Committees. He has joined this meeting from New Delhi.

Mr. Kartikeya Dhruv Kaji is a Non-Executive Director of the Company and nominee of Trishikhar Ventures LLP. He is also a member of the Audit Committee, Stakeholders

Relationship Committee and Corporate Social Responsibility Committee among other Committees. He has joined this meeting from Mumbai.

Mr. Malay Kumar Sinha; he is a Non-Executive Independent Director of the Company. He is also a member of the Audit Committee, NRC, Stakeholders Relationship Committee and Corporate Social Responsibility Committee among other Committees. He has joined this meeting from Noida.

Mr. Pratap Venugopal is a Non-Executive Independent Director of the Company. He is also a member of the Audit Committee, NRC, Stakeholders Relationship Committee and CSR Committee among other Committees. He has joined this meeting from New Delhi.

Mr. Praveen Kumar Tripathi is a Non-Executive Independent Director of the Company. He is also a member of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee among other Committees. He has joined this meeting from New Delhi.

Mr. S. L. Mohan. is a Non-Executive Independent Director of the Company. He is also a member of the Audit Committee and NRC among other Committees. He has joined this meeting from the Care Head Office, Gurugram.

Mr. Sunish Sharma is a Non-Executive Director of the Company and nominee of Trishikhar Ventures LLP. He is also a member of NRC. He has joined this meeting from Mumbai.

I would like to state that **Lt. Gen. (Retd.) Shamsher Singh Mehta** has expressed his inability to attend the meeting due to other pre-occupations.

We also have with us Ms. Reena Jayara, Company Secretary of Religare Enterprises Limited representing Religare Enterprises Limited, Mr. Pankaj Gupta, CFO and Mr. Yogesh Kumar, Company Secretary of the Company, present at this Meeting.

I would also like to inform that the representatives of **M/s Nangia & Co. LLP, Chartered Accountants** and **M/s S. P. Chopra & Co., Chartered Accountants** our Statutory Auditors and **M/s. PI & Associates,** our Secretarial Auditors, are also present at this meeting.

Dear shareholders, I would like to mention that as per the provisions of the Companies Act, 2013 and the General Circulars as issued from time to time by the Ministry of Corporate Affairs, the Company had provided its members the facility to cast their votes through remote e-voting system administered by **M/s KFin Technologies Limited ("KFintech")**. Shareholders who are present at the meeting and have not cast their vote(s) on the resolution through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting facility during the meeting. Process of e-voting has been provided in the notes to the EGM Notice sent earlier to the

shareholders. On the video conferencing page, you have to click on the 'Cast your vote' link for e-voting.

Please note that the shareholders who have voted through remote e-voting prior to the EGM are also eligible to attend/participate in the EGM through video conferencing and other audio-visual means. However, they are not eligible to vote again during the meeting.

So, the shareholders may cast their vote(s) accordingly during the meeting.

Ladies and Gentlemen, the Notice dated February 05, 2024 convening this Extra-ordinary General Meeting has already been circulated to the Members of the Company. With your permission, I take the Notice of EGM as read.

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] as Scrutinizer to scrutinize the votes cast at the meeting and through remote e-voting and for ensuring that the voting process is conducted in the fair and transparent manner and to report thereon.

The result of voting on resolution will be declared not later than 3 (three) days of the conclusion of this meeting.

Now, I will quickly summarize the business as stated in the Notice of the EGM:

- i. **The resolution is related to the approval of the remuneration of the Managing Director & CEO, to be passed as a special resolution;**

Thank you!

We will now take the question(s) from the shareholder(s). I request the moderator to invite the speakers who have registered themselves to speak to this Extra-ordinary General Meeting.

Moderator: Thank you madam, the first speaker is Mr. Praveen Kumar. Mr. Praveen Kumar, please unmute yourself and ask your question sir. Mr. Praveen Kumar. No response ma'am.

Moderator: The next speaker is Mr. Gagan Kumar. Mr. Gagan Kumar, please unmute yourself and ask your question sir.

Gagan Kumar: Yah! Good Morning Chairperson Ma'am, Board of Directors and fellow shareholders. My self Gagan Kumar, I am joining this meeting from Delhi. Aalthough I registered as a speaker but already I do not have such query I just want to

congratulate the management for the extra ordinary performance during the last year and I can see I can eagerly waiting for this IPO to be listed so it would be unfair on my part without mentioning the highest Corporate Governance under the leadership of our CFO, CS and entire secretarial team not at the time of AGM or EGM, throughout the year, if we have any query, we are just a mail away so thank you so much for this kind of team we have. Our query is already resolved so thank you so much for this opportunity.

Dr. Rashmi Saluja: Thank you, Gagan Ji.

Dr. Rashmi Saluja: Yogesh any other question.

Moderator: The next speaker is Mr. Manjit Singh. Mr. Manjit Singh, please unmute yourself and ask your question sir.

Mr. Manjit Singh: Am I audible?

Dr. Rashmi Saluja: Yes, you are audible Mr. Manjit Singh.

Manjit Singh: Management team aur secretarial team aur my co-shareholders, main sabhi ka swagat karta hun. Jis tarah se aap participate karte hain AGM or EGM ke andar usko dekh kar badi khushi hoti hai ki aap iss cheej ko bada matlab serious lete hain aur jo hai aap sabhi uplabdh rehte hain, bakaeda main iski mubarakbaad dena chahunga management team ko ki wo iss cheej ko bilkul hassiye pe rakh kar aake saamna karte hain shareholders ka aur jis tarah se aap Company ko chala rahe hain uski bhi main aapko mubarakbaad dunga. Ye jo aap regulation lae hain iska Company k hit mein hi asar padega. Aane wale time mein hum yahi chahenge ki jis tarah se aap management aur secretarial team jo Company ko chala rahi hai aane wale time mein din dooni raat chauguni aap tarakki karo aur aane wala jo saal hai 2024-25 usmein aur Company hamari behtar kare iski hum aap se ummed karte hein aur secretarial department ne jiss tarah se hume joda unka hum bahut bahut dhanyawaad karte hein aur thank you for the management team thank you for the secretarial team.

Dr. Rashmi Saluja: Thank you, we took all your good words.

Moderator: That concludes the speaker list ma'am, over to you.

Dr. Rashmi Saluja: So, with this I thank all the Shareholders for taking the initiative to join this meeting through Video Conferencing and other audio visual means and for making this meeting effective and successful.

Now, I authorize Mr. Yogesh Kumar, Company Secretary of the Company, to conduct

the voting procedure and conclude the meeting. The e-voting facility will remain open for next 15 minutes to enable participation of members who have not cast their vote and would like to cast their vote. The result will be announced not later than 3 (three) days from the date of the conclusion of this meeting and the same would be uploaded on the website of the Company and KFintech.

I hereby further authorize Mr. Yogesh Kumar, Company Secretary of the Company, to declare and submit the voting result of this meeting along with the Scrutinizer Report within the prescribed timeline and I thank all the Board members and all the shareholders who have participated in this EGM for their participation. I thank you all
Thanks.